

Convening notice AGM Adyen

Convening notice

Adyen N.V. (the “Company”) is pleased to invite its shareholders for the Annual General Meeting (“General Meeting”) to be held at Hotel Jakarta, Javakade 766, (1019 SH) Amsterdam on 21 May 2019 at 09.30 hours CEST.

Agenda and explanatory notes

1. Opening and announcements
2. Annual report; Management Board remuneration; adoption of the annual accounts; dividend policy; determination of dividend

a) Annual report

Discussion of the Management Board's report and the Supervisory Board's report for the past financial year. The Management Board will give a presentation on the performance of the Company in 2018. Furthermore, the Supervisory Board's report and Accountant Statements will be discussed.

b) Management Board remuneration

Discussion of the Management Board's remuneration for the past financial year. Please refer to the remuneration report included in the annual report for the financial year 2018 on page 56.

c) Adoption of the annual accounts (*voting item*)

It is proposed to adopt the annual accounts for the financial year 2018 as drawn up by the Management Board and signed by the Management Board and the Supervisory Board. PricewaterhouseCoopers N.V. (PWC) has audited the annual accounts and has issued an unqualified auditor's report.

d) Dividend policy and reservation of profits

Discussion of the policy on dividend, reservations and distributions. Please refer to the dividend policy published on the Company's website, as further referred to on page 85 of the annual report for the financial year 2018. In accordance with the Articles of Association of the Company, the Management Board, with the approval of the Supervisory Board, decided to allocate the profits for the financial year 2018 to the reserves of the Company.

3. Discharge of Management Board members (*voting item*)

It is proposed to discharge the members of the Management Board from liability in respect of the performance of their management duties to the extent that such performance is apparent from the annual accounts for the financial year 2018 or has been otherwise disclosed to the General Meeting before the resolution is adopted.

4. Discharge of Supervisory Board members (*voting item*)

It is proposed to discharge the members of the Supervisory Board from liability in respect of the performance of their supervisory duties to the extent that such performance is apparent from the annual accounts for the financial year 2018 or has been otherwise disclosed to the General Meeting before the resolution is adopted.

5. Proposal appointment Pamela Ann Joseph as member of the Supervisory Board (*voting item*)

In accordance with the Articles of Association of the Company, the Supervisory Board proposes to appoint Pamela Ann Joseph as member of the Supervisory Board with effect from the date of this General Meeting for the period of four years.

Pamela Ann Joseph (age: 60) is a US citizen. Pamela has 30 years domestic and international payments experience. She started her career in the payments industry with Wells Fargo Bank. Following her tenure with Wells Fargo Bank, she joined VISA International as Director over new market development. She subsequently served Elavon as President and COO from 1994 to 2001. In 2001, she joined U.S. Bankcorp Payments Services where she acted as Vice-Chairman until 2015. She currently holds a non-executive position at Clearent, Paychex, Transunion and Spelman College.

The Supervisory Board proposes to appoint Pamela Ann Joseph as a Supervisory Board member of the Company in view of her knowledge and experience in the payments industry, combined with a good understanding and knowledge of the US market in particular.

The proposed appointment takes the Supervisory Board Profile and Equal Opportunity Policy into account. Pamela is independent, as defined in the Corporate Governance Code. The Dutch Central Bank (*De Nederlandsche Bank*) has approved the proposed appointment of Pamela as a member of the Supervisory Board of Adyen.

6. Authority to issue shares and restrict or exclude pre-emptive rights

a) Authority to issue shares (*voting item*)

It is proposed to renew the authority of the Management Board, subject to the Supervisory Board's approval, to issue ordinary shares or to grant rights to subscribe for ordinary shares for a period of 18 months from the date of this General Meeting up to 10% of the total number of shares issued at the time of the General Meeting for any purposes.

b) Authority to restrict or exclude pre-emptive rights (*voting item*)

It is proposed to renew the authority of the Management Board, subject to the Supervisory Board's approval, to restrict or exclude applicable pre-emptive rights when issuing ordinary shares or granting rights to subscribe for ordinary shares as set out in item 6(a) above for a period of 18 months from the date of this General Meeting.

Once these authorizations are approved, these replace the current authorizations. Once approved, the authorizations cannot be revoked.

7. Authority to acquire own shares (*voting item*)

It is proposed to renew the authority of the Management Board to acquire shares in the capital of the Company, either through purchase on a stock exchange or otherwise. The authority will apply for a period of 18 months from the date of this General Meeting, under the following conditions:

- I. up to 10% of the total number of shares issued at the time of the General Meeting;
- II. provided that the Company will not hold more shares in stock than 10% of the issued share capital; and
- III. at a price (excluding expenses) not less than the nominal value of the shares and not higher than the opening price on Euronext Amsterdam on the day of repurchase plus 10%.

Once these authorizations are approved, these replace the current authorizations. Once approved, the authorizations cannot be revoked.

8. Auditor (*voting item*)

In accordance with the recommendations of the Audit Committee, the Supervisory Board proposes to reappoint PWC as external auditor of the Company for the current financial year.

9. Any other business and closing

Additional information

The agenda with explanatory notes, the annual accounts, annual report and other information as defined in article 2:392 of the Dutch Civil Code, and the instructions for attendance at the General Meeting will be available on the Company's website (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

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

Record Date

A person who is registered as a shareholder of the Company on 23 April 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 24 April 2019, but no later than 17:00 hours CEST on 14 May 2019. 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 12:00 hours CEST on 15 May 2019, 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 14 May 2019 by 17:00 hours CEST 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

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 and need to be received on 14 May 2019 by 17:00 hours CEST.

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 CEST until the commencement of the General Meeting at 09:30 hours CEST. 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 or contact Investor Relations at www.adyen.com/ir.