

# Proxy Form

## Proxy Form

**WRITTEN PROXY** for the Annual General Meeting of Adyen N.V. to be held on 3 June 2021 at 10:00 hours CEST (the "**General Meeting**").

The undersigned:

<i>Name</i>	
<i>Address</i>	
<i>Postal code/city/country</i>	

hereinafter referred to as the "**Shareholder**", acting in its capacity as holder of \_\_\_\_\_ (please include number) ordinary shares in the share capital of Adyen N.V., that are duly registered via the relevant intermediary to ABN AMRO Bank N.V. (the "**Shares**"), hereby grants a power of attorney (with the right of substitution) to represent the Shareholder at the General Meeting in order to speak and exercise the voting rights attached to the Shares on behalf of the Shareholder in respect of the agenda items for the General Meeting to:

- An independent third party** within the meaning of article IV.3.12 of the Dutch Corporate Governance Code, in this respect being Mr M.J.C. Arends, civil-law notary (*notaris*) of Clifford Chance LLP in the manner set out below under **Voting instructions**.

**Voting instructions:**

<b>No.</b>	<b>Agenda voting items</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
2.b.	Remuneration report over the year 2020 (Advisory vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.c.	Adoption of the annual accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Discharge of Management Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Discharge of Supervisory Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Reappointment Ingo Jeroen Uytdehaage as member of the Management Board with the title Chief Financial Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Reappointment Delfin Rueda Arroyo as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Authority to issue shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

8.	Authority to restrict or exclude pre-emptive rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Authority to acquire own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Signing

Depot Number: \_\_\_\_\_

Signature: \_\_\_\_\_

Name Bank: \_\_\_\_\_

Place: \_\_\_\_\_

Number of Shares: \_\_\_\_\_

Date: \_\_\_\_\_

## Instructions and terms

1. Your proxy voting instructions (if applicable) will be taken into account only if the proxy voting form has been completed in full, duly signed and received in good order at ABN AMRO via the e-mail address: [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com) no later than 27 May 2021 17:00 hours (CEST).
2. If you hold your shares via an intermediary as defined under the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*), please make sure that this form is sent to your intermediary with a request to forward it to ABN AMRO Bank N.V. Your intermediary needs to confirm that you are a holder of ordinary shares Adyen N.V. on the record date (on 6 May 2021), no later than 27 May 2021 17:00 hours CEST.
3. The proxy voting form is to be completed by pen only and is to be unequivocal with respect to your instructions (in case of deletions and corrections, please use a new form). Proxies and voting instructions which do not comply with these requirements will be disregarded.
4. Should you wish to submit your proxy electronically, please visit [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and follow the instructions on the website.
5. If you submit more than one proxy and/or voting instructions with respect to the same securities (whether on paper or in electronic form), only the proxy and/or voting instructions with the most recent date of completion and which meets the requirements under 1 and 2 will be taken into account. If no order can be established, all such proxies or voting instructions will be disregarded.
6. If you (e.g. as an asset manager, trustee or otherwise) act in the name of more than one shareholder, you are required to submit a separate proxy for each party (including yourself).
7. As a shareholder, by signing this form you confirm that as per the record date (on 6 May 2021) you have the voting rights attached to the shares held by you as per that date.
8. The voting is governed by the articles of association of Adyen N.V. and the proxy or voting instructions will be subject to Dutch law.
9. You hereby covenant and agree to indemnify and hold harmless Mr M.J.C. Arends, civil-law notary (*notaris*) of Clifford Chance LLP against any liability he might incur for any steps lawfully taken in connection with this proxy.
10. If you have questions regarding the proxy voting form, please contact [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com).

