

Adyen N.V. Annual General Meeting 2026

Type of meeting	Annual General Meeting (AGM)
Date	09:00 CEST, 28 May 2026
Location	Double Tree by Hilton Amsterdam Central Station, Oosterdoksstraat 4, 1011 DK Amsterdam
Speaker	Manuel Sobral (Robeco)
Opt-in members	Robeco, Triodos
Attendance AGM	71.90%

Agenda item	Vote	Result (% in favor)
2.b. Proposal to adopt the Financial Statements 2025	For	99.91%
2.c. Proposal to advise on the Remuneration Report (advisory voting item)	For	95.93%
3.a. Proposal to discharge the Management Board members from liability for the financial year 2025	For	98.49%
3.b. Proposal to discharge the Supervisory Board members from liability for the financial year 2025	For	96.46%
4. Proposal to amend the remuneration of the members of the Supervisory Board	For	99.48%
5.a. Proposal to reappoint Pieter van der Does as Management Board member	For	99.95%
5.b. Proposal to reappoint Roelant Prins as Management Board member	For	99.94%
6.a. Proposal to appoint Herna Verhagen as Supervisory Board member	For	95.62%
7.a. Authorization to issue shares or grant rights to acquire shares	For	99.83%
7.b. Authorization to restrict or exclude pre-emptive rights	For	99.78%
7.c. Authorization to acquire own shares	For	99.75%
7.d. Proposal to cancel shares	For	99.02%
8.a. Proposal to reappoint PwC as external auditor for the financial year 2026	For	99.05%
8.b. Proposal to reappoint PwC as external auditor to provide assurance on the sustainability statement for the financial year 2026	For	99.74%
8.c. Proposal to appoint EY as external auditor for the financial year 2026	For	99.92%
8.d. Proposal to appoint EY as external auditor to provide assurance on the sustainability statement for the financial year 2026	For	99.85%

2.a. 2025 Annual Report (discussion item)

My name is Manuel Sobral. I work for Robeco and today I also speak on behalf of Triodos Investment Management. Thank you for your presentations and the open discussions we continue to have throughout the year.

Congratulations on the annual report, your growth amid this challenging economic environment, and your recent improvements around sustainability reporting.

Thank you also to Mr. Piero Overmars, for his service on the Supervisory Board since 2017, Mr. Ethan Tandowsky, who has been with the company since 2016, and best of luck to Ms. Herna Verhagen, who has been nominated as a new member of the Supervisory Board.

We have two questions on this agenda item.

First, we want to compliment Adyen for the advancements made in investor communications over the last year, by accommodating some of the investor demands that have been shared on the topic. However, despite your progress, we continue to see room for improvement in how guidance is communicated and updated, and this appears to still be reflected in the stock price fluctuations of approximately 10% around earnings releases. We acknowledge that Adyen does not fully control market reactions. However, as an example, creating some cushion around guidance might help limit their severity. For a quality company like Adyen, market reactions seem much more severe than with comparable companies. We would like to ask you to comment on what steps, if any, management is planning to take to address this further.

Second, we would also like to congratulate Adyen on its acquisition of Talon.One. This is an exciting development, but given Adyen's strong focus on operating a single, unified platform, and the fact that this is your first acquisition, the timelines involved and the execution risks are particularly important. Could you share your expectations for the integration of the two companies, and how you are preparing to manage potential risks that may arise from this process?

Company response:

The company thanked us for our feedback and stressed that it values transparent discussions. Regarding investor communication, Adyen strongly believes the path that it is on and highlighted recent improvements in laying out their vision over the short- and long-term. They hope that, over time, this will address investor concerns on the topic.

On the Talon.One acquisition, the CEO shared that the integration of the two companies will be executed in different phases. In the first year, the two companies will operate separately, and demand will be built for the potential offering of the integrated services. By keeping operations separate in the initial phase, Adyen hopes to avoid hindering innovation and product development at Talon.One. Technical integration will be executed over the following years and this will be the last step.

2.c. Proposal to advise on the Remuneration Report (advisory voting item)

We have another two questions on this proposal.

We believe that the current remuneration policy has merit, but we see further opportunity to strengthen incentives around performance. Does the Supervisory Board have any plans to place more emphasis on performance-based and share-based variable compensation for all members of the Management Board?

Additionally, in light of recent compensation trends in the United States and Adyen's footprint in that market, we are concerned about potential pressure to move toward the higher pay levels and more aggressive incentive structures that have become increasingly common there. How is the Supervisory Board approaching this dynamic and safeguarding against a shift in this direction?

Company response:

A member of the remuneration committee shared that Adyen's current approach of not granting variable pay to executives avoids short-termism and works in the best interests of the company. They stated that management board members receive share-based compensation and the company believes that this sufficiently aligns their interests with those of minority shareholders. Regarding upward pressure on pay levels for management, Adyen shared that its current policy sufficiently allows them to compete for talent across the globe. They also use a custom benchmark with global peers to set their pay levels, and they restrict the presence of North American companies to less than 40% of the benchmark.