

Pro forma share count

The information below has been provided for the benefit of the investors and should be read in conjunction with the information provided in the Quarterly report as filed with the US SEC on November 10, 2021 (the "10-Q") and the Prospectus filed with the US SEC on August 6, 2021. Some of the information below contains important factors that could cause actual results to differ materially from the results described in or implied in the footnotes below.

As of 9/30/2021	Shares	%
Tradable Shares	95,434,639	28.2%
Founder Shares (subject to trading restrictions) ¹	11,646,656	3.4%
Shares subject to lock-up ²	231,926,456	68.4%
Total Company Common Stock Outstanding as of 9/30/21	339,007,751	100%

Additional information not included in the table above:

<u>Contingent:</u>		
Outstanding options, RSUs and private warrants ³	57,897,297	
Outstanding public warrants ⁴	25,158,086	
Payoneer Earn-Out Shares ⁵	30,000,000	
<u>Authorized for future grants:</u>		
Incentive Equity Plan (unallocated) ⁶	31,764,551	
Employee Stock Purchase Plan ⁶	7,603,202	

¹ Founder Shares: Subject to restriction per section 1.2 of the Sponsor Share Surrender and Share Restriction Agreement, Founder Shares holders shall not Transfer, or permit the Transfer of, a number equal to 50% of the Founder Shares, until the first date that New Payoneer common stock price equals or is greater than \$15.00 per share for any 20 Trading Days within any 30 Trading Day period; and shall not Transfer, or permit the Transfer of, a number equal to 50% of the Founder Shares, until the first date that the New Payoneer common stock price equals or is greater than \$17.00 per share for any 20 Trading Days within any 30 Trading Day period.

² The lock-up ends on December 22, 2021, after market close.

³ Total of 46,191,853 Payoneer options with a weighted average exercise price of \$2.09 per share and 1,792,994 Payoneer warrants with the exercise price of \$1.79 per share and 9,912,450 Payoneer RSUs outstanding as of September 30, 2021, including management transaction bonus pool of 930,000 RSUs, which are subject to same conditions as the Payoneer Earn-Out shares.

⁴ 25,158,086 Payoneer Public Shareholders' Warrants with an exercise price of \$11.50 per share are outstanding. These warrants expire in June 2026, or earlier upon redemption or liquidation as described in the "DESCRIPTION OF NEW PAYONEER SECURITIES" section of the S-4.

⁵ Payoneer Earn-Out Shares — per section 3.10 (a) to the Reorganization — if at any time during the 30 months following the Closing Date the closing share price of the New Payoneer common stock is greater than or equal to \$15.00 over any 20 Trading Days within any 30 Trading Day period, one-half of the Earn-Out Shares shall be issued; and if at any time during the 60 months following the Closing Date the closing share price of the New Payoneer common stock is greater than or equal to \$17.00 over any 20 Trading Days within any 30 Trading Day period, one-half of the Earn-Out Shares shall be issued.

⁶ Payoneer Global Inc. Incentive Equity Plan and Employee Stock Purchase Plan approved and adopted following the Closing Date, and to be used for future grants, as described in Section 7.18(a) and (b) of the Reorganization Agreement. As of September 30, 2021, there are no shares outstanding under the ESPP plan.