

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 S-4 prospectus and proxy statement as filed with the US SEC on February 16, 2021 (the "S-4"). 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. Please refer to "Risk Factors" and "Cautionary Statement Regarding Forward Looking Statements" within the S-4.

The table below is based in part on the unaudited pro forma information provided in the S-4

	Assumes No Redemption	
	Shares	%
Total Payoneer		
FTAC Olympus Acquisition Corp	83,467,704	24.5%
Existing Payoneer Shareholders ⁽¹⁾	227,470,423	66.7%
PIPE Shares	30,000,000	8.8%
Total Company Ordinary Shares Outstanding at Closing (excluding unvested ordinary shares and earn-out shares)	340,938,127	100%
Payoneer Earn-Out Shares ⁽²⁾	30,000,000	
Management Bonus Plan	1,000,000	
Founder Shares ⁽³⁾	11,646,656	
Total Company Ordinary Shares Outstanding at Closing (including unvested Payoneer and earn-out shares⁽³⁾)	383,584,783	

Additional information not included in the table above:

Shares Underlying Outstanding Payoneer options, RSUs and warrants ⁽⁴⁾	66,757,598
Shares Underlying Outstanding FTAC Olympus warrants ⁽⁵⁾	25,158,125
Incentive Equity Plan (unallocated) ⁽⁶⁾	38,258,478

- (1) The information provided in the table as well as the additional information related to the shares underlying outstanding Payoneer options and warrants is based on an exchange ratio of 1.916, calculated as of January 31st, 2021. The estimated exchange ratio as of February 28th, 2021 (post Payoneer February equity grant) is 1.880.
- (2) 30,000,000 earn-out shares are divided into two equal tranches and cannot be sold or transferred until closing stock price meets or exceeds \$15 and \$17, respectively, for 20 out of any 30 consecutive trading days.
- (3) 11,646,656 of Founder Shares are divided into two equal tranches and are subject to transfer restrictions until the closing stock price meets or exceeds \$15 and \$17, respectively, for 20 out of any 30 consecutive trading days.
- (4) Includes a total of 66,757,598 shares underlying Payoneer options, RSUs and warrants outstanding as of February 28th, 2021 (with such options and warrants with a weighted average exercise price of \$1.85 per share). The number of shares underlying outstanding options is before conversion at Closing into the right to receive cash consideration of up to 15% thereof. The actual weighted average exercise price of Payoneer options, RSUs and warrants at Closing might be different than the weighted average exercise price stated in the first sentence of this footnote, according to the options actually converted.
- (5) 25,128,125 FTAC Public Shareholders' Warrants with an exercise price of \$11.50 per share are outstanding. These warrants expire five years after the Closing Date, or earlier upon redemption or liquidation as described in the "Description of New Payoneer Securities" section of the S-4.
- (6) The New Starship Incentive Equity Plan to be approved and adopted following the Closing Date as described in Section 7.18(a) of the Reorganization Agreement.

Important Information and Where to Find It

In connection with the definitive agreement and plan of reorganization (the "Reorganization") between Payoneer Inc. ("Payoneer") and FTAC Olympus Acquisition Corp. ("FTOC"), New Starship Parent Inc. ("New Starship") filed with the Securities and Exchange Commission (the "SEC") a preliminary proxy statement / prospectus on February 16, 2021 and will mail a definitive proxy statement / prospectus and other relevant documentation to FTOC stockholders. This document does not contain all the information that should be considered concerning the proposed Reorganization. It is not intended to form the basis of any investment decision or any other decision in respect of the proposed Reorganization. FTOC stockholders and other interested persons are advised to read the preliminary proxy statement / prospectus and any amendments thereto, when available, and the definitive proxy statement / prospectus in connection with the solicitation of proxies for the special meeting to be held to approve the transactions contemplated by the proposed Reorganization because these materials will contain important information about Payoneer, FTOC and the proposed transactions. The definitive proxy statement / prospectus will be mailed to FTOC stockholders as of a record date to be established for voting on the proposed Reorganization when it becomes available. Stockholders will also be able to obtain a copy of the preliminary proxy statement / prospectus and the definitive proxy statement / prospectus once it is available, without charge, at the SEC's website at <http://sec.gov> or by directing a request to: FTAC Olympus Acquisition Corp., 2929 Arch Street, Suite 1703, Philadelphia, Pennsylvania 19104.

Participants in the Solicitation

Payoneer and FTOC, and their respective directors and executive officers, may be considered participants in the solicitation of proxies with respect to the potential transaction described in these materials under the rules of the SEC. Information about the directors and executive officers of FTOC is set forth in FTOC's Prospectus dated August 25, 2020 filed with the SEC on August 26, 2020. Information regarding other persons who may, under the rules of the SEC, be deemed participants in the solicitation of the stockholders in connection with the potential transaction and a description of their interests are set forth in the proxy statement/ prospectus filed with the SEC on February 16, 2021. These documents can be obtained free of charge from the sources indicated above.

Non-Solicitation

These materials are not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the potential transaction and shall not constitute an offer to sell or a solicitation of an offer to buy the securities of FTOC or Payoneer, nor shall there be any sale of any such securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act of 1933, as amended.
