

# Supplemental pro forma share counts<sup>1</sup>

## Common Shares Outstanding

| Basic and Diluted Q1'22 Weighted Average <sup>2</sup>          | Shares             |
|--|--------------------|
| <b>Weighted Average of Common Shares – Basic</b>               | <b>342,324,722</b> |
| Add:   |                    |
| Dilutive impact of options to purchase common stock            | 22,968,556         |
| Dilutive impact of private warrants <sup>3</sup>               | 698,896            |
| <b>Weighted Average of Common Shares – Diluted<sup>4</sup></b> | <b>365,992,174</b> |

| Common Shares Outstanding as of 3/31/2022 | Shares             |
|---|--------------------|
| <b>Common shares outstanding – Basic</b>  | <b>342,596,367</b> |

*Additional information not included in the table above:*

Contingent:

|   |            |
|---|------------|
| Outstanding options, RSUs and private warrants <sup>5</sup> | 65,018,139 |
| Outstanding public warrants <sup>6</sup>                    | 25,158,086 |
| Payoneer Earn-Out Shares <sup>7</sup>                       | 30,000,000 |

Authorized for future grants:

|  |            |
|--|------------|
| Incentive Equity Plan (unallocated) <sup>8</sup> | 18,216,843 |
| Employee Stock Purchase Plan <sup>8</sup>        | 7,603,202  |

## Footnotes

(2) As reported in Note 13 of the Form 10-Q for the quarterly period ended March 31, 2022.

(3) Dilutive impact of private warrants calculated using the treasury share method.

(4) 25,158,086 public (PAYOW) warrants and 30,000,000 earn-out shares have been excluded from the computation of diluted net earning per share as their effect was anti-dilutive or the conditions were not met as of the end of the reporting period.

(5) Total of 42,240,341 Payoneer options with a weighted average exercise price of \$4.14 per share and 1,080,707 Payoneer private warrants with an exercise price of \$1.79 per share and 21,697,091 Payoneer RSUs outstanding as of March 31, 2022.

(6) Payoneer Public Shareholders Warrants with an exercise price of \$11.50 per share are outstanding. These warrants expire in 2026, or earlier upon redemption or liquidation as described in Exhibit 4.5 of the 10-K.

(7) Earn-out shares, as such term is defined in the Reorganization Agreement dated February 3, 2021 (as amended, the “Reorganization Agreement”).

(8) Payoneer Global Inc. Incentive Equity Plan and Employee Stock Purchase Plan approved and adopted following the closing of the Reorganization Agreement, and to be used for future grants. As of December 31, 2021, there are no shares outstanding under the ESPP plan.

<sup>1</sup> The information herein has been provided for the benefit of the investor and should be read in conjunction with the information provided in Payoneer’s Annual Report on Form 10-K for the year ended December 31, 2021 and its the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2022. Some of the information provided contains important factors that could cause actual results to differ materially from the results described in or implied in the footnotes above.