

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

## Common Shares Outstanding

Basic and Diluted Q2'23 Weighted Average <sup>2</sup>	Shares
<b>Weighted Average of Common Shares – Basic</b>	<b>365,000,974</b>
Add:	
Dilutive impact of options and RSUs to purchase common stock	21,928,779
Dilutive impact of private warrants <sup>3</sup>	693,926
<b>Weighted Average of Common Shares – Diluted<sup>4</sup></b>	<b>387,623,679</b>

Common Shares Outstanding as of 6/30/2023	Shares
<b>Common shares outstanding</b>	<b>359,051,208</b>

*Additional information not included in the table above:*

Contingent:

Outstanding options, RSUs and private warrants <sup>5</sup>	66,113,110
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>	11,358,844
Employee Stock Purchase Plan <sup>8</sup>	5,591,191

## Footnotes

(2) As reported in Note 16 of the Form 10-Q for the quarter period ended June 30, 2023.

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

(4) 25,158,086 public (PAYOW) warrants, 1,500,000 RSUs with market condition, 30,000,000 Earn-Out Shares (as such terms is defined below), 726,620 options to purchase common stocks and ESPP shares to be issued under the May 15,2023 offering period 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 29,957,720 Payoneer options with a weighted average exercise price of \$2.12 per share and 1,792,994 Payoneer private warrants with an exercise price of \$1.79 per share and 34,362,396 Payoneer RSUs outstanding as of June 30, 2023.

(6) Public warrants with an exercise price of \$11.50 per share are outstanding. These warrants expire in 2026, or earlier upon redemption as described in Note 10 of the 10-Q.

(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 June 30, 2023, there are 2,012,011 shares purchased 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, 2022 and its subsequent Quarterly Reports on Form 10-Q. 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.