

PAYONEER GLOBAL INC.

Corporate Governance Guidelines

Adopted April 12, 2022
(Latest update: June 16, 2025)

1. **Size and Composition of the Board and Board Membership Criteria; Director Qualifications**

The Nominating and Corporate Governance Committee of Payoneer Global Inc. (the “Company”) shall recommend to the Board of Directors (the “Board”) criteria for Board membership, which shall include the criteria set forth in these Corporate Governance Guidelines, and shall recommend individuals for membership on the Company’s Board of Directors. The Board believes that directors should possess relevant skills, professional experience, personal integrity, judgment and availability necessary to meet the challenges and needs of the Board.

The Nominating and Corporate Governance Committee considers not only an individual’s qualities, performance and professional responsibilities, but also the then composition of the Board and the challenges and needs of the Board at that time. The Nominating and Corporate Governance Committee also considers the impact of any change in the principal occupation of existing directors. The Committee reports to the full Board its conclusions and recommendations for nominations to the Board.

Board Size

In accordance with the by-laws, the number of board members that constitute the Board shall be fixed from time to time by a resolution adopted by the Board. Although the Board considers its present size to be appropriate, it may consider expanding its size to accommodate its needs or reducing its size if the Board determines that a smaller Board would be more efficient. The Nominating and Corporate Governance Committee shall periodically review the size of the Board and recommend any proposed changes to the Board.

Independence

A majority of the Board shall be comprised of directors meeting the independence requirements of the Nasdaq Global Market at a minimum (“Independent Director(s)”). The Board shall make an affirmative determination at least annually as to the independence of each director.

Term Limits

It is the policy of the Board to avoid term limits which have the disadvantage of discontinuing the availability and contributions of directors who have developed experience with, and insight into, the Company and its needs over a period of time.

Retirement Age

It is the policy of the Board to avoid a mandatory retirement age for directors which would have the disadvantage of discontinuing the availability and contributions of directors who are otherwise capable and valuable members of the Board.

Simultaneous Service on Other Public Company Boards

A director must notify the Chairperson of the Nominating and Corporate Governance Committee prior to accepting any invitation to serve on another public company board or not-for-profit/tax-exempt board or with a government or advisory group that is expected to require significant commitments of time, in order for the Company to confirm the absence of any actual or potential conflict of interest. In addition, within the framework of the annual D&O Questionnaire, a director will inform the Company of the board of directors for any entity other than Payoneer that they serve on and notify the Company of any change thereof occurring after the submission of their applicable annual D&O Questionnaire.

A non-employee director may not serve on more than 4 public company boards, including the Company's Board, and a non-employee director who is also the chief executive officer of a public company may not serve on more than 2 public company boards, including the Company's Board.

Changes in Primary Employment

If a director significantly changes his or her primary employment during his or her tenure, that director must offer to tender his or her resignation to the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall evaluate the continued appropriateness of Board membership under the new circumstances and subject to its discretion, may make a recommendation to the Board as to any action to be taken with respect to such offer.

Conflicts of Interest

If an actual or potential conflict of interest develops because of a change in the business of the Company, or in a director's circumstances, or any other reason (for example, significant and ongoing competition between the Company and a business with which the director is affiliated), the director shall act in accordance with the Conflicts of Interest Policies and Procedures for Directors appended to the Company's Related Party Transactions Policy.

If a director has a personal interest in a matter before the Board, the director shall act in accordance with the Conflicts of Interest Policies and Procedures for Directors appended to the Company's Related Party Transactions Policy.

Majority Voting Resignation Policy

The Company's Amended and Restated Bylaws provide for majority voting for uncontested director elections, meaning that in uncontested director elections, an incumbent director will be elected only if the votes "for" his or her election exceed those votes "against"

his or her election. If an incumbent director nominee fails to receive the required vote in an uncontested election, the director shall immediately tender his or her resignation to the Board. The Nominating and Corporate Governance Committee will consider all relevant facts and circumstances and recommend to the Board the action to be taken with respect to the director's resignation. The Board will then act on the Nominating and Corporate Governance Committee's recommendation as it deems appropriate. The Company will publicly disclose the Board's decision and rationale for that decision within 90 days of the stockholder vote.

2. Director Responsibilities

The Board acts as the ultimate decision-making body of the Company and advises and oversees management, who are responsible for the day-to-day operations and management of the Company. In fulfilling this role, each director must act in what he or she reasonably believes to be in the best interests of the Company and must exercise his or her business judgment.

Participation at and Preparation for Board Meetings

The Company expects directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. Directors are expected to attend all Board meetings and the meetings of the committees on which they serve and to prepare themselves for these meetings. Directors are also expected to attend the Company's annual meeting with shareholders.

In order for the Board to exercise fully its oversight functions, management provides the Board with access to information regarding the Company and the markets in which the Company operates. This information comes from a variety of sources, including management presentations and reports about the performance and operations of the business, security analysts' reports, competitive and peer companies' information, interaction with senior management at Board meetings and visits to Company facilities. Any written materials that assist directors in preparing for a Board or committee meeting shall be distributed to the directors in advance of the meeting, to the extent possible, and directors are expected to review such materials prior to the meeting.

Company Performance and Corporate Strategy

The Board reviews the Company's financial performance on a regular basis at Board meetings and through periodic updates, with a particular focus on peer and competitive comparisons. These reviews include the views of management as well as those of investors and securities analysts.

The Board also conducts an annual meeting to review and approve the Company's long-term strategy, and assess its strategic, competitive and financial performance.

3. Board Agenda

The Chairperson of the Board, in conjunction with the CEO, shall determine the frequency and length of Board meetings and shall set the agenda for each Board meeting. Board members are encouraged to suggest the inclusion of additional items on an agenda, and any director may request that an item be placed on an agenda.

4. Chairperson of the Board

The Company currently has an independent Chairperson of the Board, who will be elected annually by the Board. The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairperson and CEO in any way that is in the best interests of the Company at a given point in time.

If at any point the CEO also serves as the Chairperson, then the Independent Directors of the Board shall designate an Independent Director as Lead Independent Director, based on the recommendation of the Nominating and Corporate Governance Committee, and the responsibilities of the Lead Independent Director shall be set forth in these guidelines.

5. Meetings of Independent Directors

The Company's Independent Directors shall hold regularly scheduled executive sessions in which management does not participate.

The Chairperson (if an Independent Director) or the Lead Independent Director, as applicable, will chair these meetings.

6. Board Committees

The Board shall have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The Board also has a standing Risk Committee.

Each of the Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee and Risk Committee shall operate pursuant to its own written charter. These charters shall, among other things, set forth the purpose, goals and responsibilities of the particular committee, the procedures for committee member appointment and removal and committee structure and operations, as well as reporting to the Board. The charters shall also provide for an annual evaluation of each committee's performance.

Only Independent Directors, meeting the independence requirements of the Nasdaq and, for audit committee members, Rule 10A-3 of the Securities Exchange Act of 1934 and any related rules promulgated by the Securities and Exchange Commission, may serve on the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. Committee members shall be appointed by the Board based upon the recommendation of the Nominating and Corporate Governance Committee. The Board may, from time to time, establish or maintain additional committees as it deems appropriate and in the best interests of the Company.

The Board may, from time to time, delegate additional responsibilities to its existing Board committees or designate new Board committees, all in accordance with the Company's by-laws and subject to applicable law.

7. Board Member Access to Management and Independent Advisors

Board members shall have access to the management and employees of the Company and to its internal and outside counsel and auditors. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Corporate Secretary of the Company.

Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages senior management to make presentations and to invite to Board meetings managers and other employees who can provide additional insight into the items being discussed. The Board also encourages senior management to include in Board meetings individuals that the senior management believes may become prospective leaders of the Company.

The Board and each of its committees in accordance with its charter is authorized to hire independent legal, financial or other advisors as they may consider necessary, without conferring with or obtaining the approval of management or, in the case of committees, the full Board in accordance with their charter, for which the Company shall pay the fees and expenses.

8. Director Communications with Third Parties

Unless otherwise indicated in these Guidelines or the Company's policies, all requests for communications with individual directors or the Board by shareholders, analysts, or media outlets shall initially be made to the Corporate Secretary of the Company. Generally, management speaks for the Company, and the Chairperson speaks on behalf of the Board. Other communications between individual directors and interested parties may be held, at the request of the Board or the CEO and Chairperson.

9. Director Compensation

The Compensation Committee shall review and approve compensation (including equity-based compensation) for the Company's directors.

Stock Ownership

The Board believes that directors should hold meaningful equity ownership positions in the Company. The Company has adopted the Non-Employee Director Compensation Plan which addresses director share ownership. Non-employee directors, and any Executive Officer who is a member of the Board, shall follow any stock ownership guidelines as may be adopted by the Compensation Committee from time to time.

10. Director Orientation and Continuing Education

All new members of the Board shall be required to participate in the Company's orientation program for directors. The orientation program will include discussions with and presentations by senior management, and provide new directors with a review of the Company.

All directors will be offered the opportunity, and are encouraged, to participate in continuing education programs with any associated expenses to be reimbursed by the Company.

11. Management Evaluation and Management Succession

The Compensation Committee shall evaluate the performance of the senior management of the Company and shall present its findings to the Independent Directors of the Board. The Independent Directors of the Board shall review the Compensation Committee's report in order to ensure that management's performance is satisfactory and that management is providing the best leadership for the Company in the long and short-term.

The Nominating and Corporate Governance Committee shall review and report to the Board on the Company's succession planning, including succession planning in the case of the incapacitation, retirement or removal of the CEO.

12. Annual Performance Evaluation

The Board and the committees shall establish and conduct self-evaluations.

13. Confidentiality

The proceedings and deliberations of the Board and its committees are confidential. Each director must maintain the confidentiality of information received in connection with his or her service as a director to the extent not previously disclosed publicly by the Company.

14. Director Resignation

In order to be effective notice to the Company, notice of a director's decision to resign must be given to the Board or the Chief Legal & Regulatory Officer of the Company in writing.