

Supplemental pro forma share counts¹

Common Shares Outstanding

Basic and Diluted as of 3/31/2026 Weighted Average ²	Shares
Weighted Average of Common Shares – Basic	345,342,308
Add:	
Dilutive impact of RSUs, ESPP and options to purchase common stock	5,128,480
Weighted Average of Common Shares – Diluted ³	350,470,788

Common Shares Outstanding as of 3/31/2026	Shares
Common shares outstanding before buyback	415,278,698
Shares bought back since inception of repurchase program in 2023	77,465,358
Common shares outstanding	337,813,340

Additional information not included in the table above:

Contingent:

Outstanding options and RSUs ⁴	39,104,744
Payoneer Earn-Out Shares ⁵	15,000,000
<u>Authorized for future grants:</u>	
Incentive Equity Plan (unallocated) ⁶	31,658,608
Employee Stock Purchase Plan ⁶	5,696,764

Footnotes

(2) As reported in Note 20 of the Form 10-Q for the quarter ended March 31, 2026.

(3) 2,720,000 RSUs with market conditions, 1,405,197 PSUs, and 15,000,000 Earn-Out Shares (as such terms is defined below) have been excluded from the computation of diluted net earning per share for the three month ended March 31, 2026 as their effect was anti-dilutive or the conditions were not met as of the end of the reporting period. For the three month period ended March 31, 2026, 18,079,258 RSUs and 1,202,188 options to purchase common stock have been excluded for the same reason.

(4) Total of 6,266,812 Payoneer options with a weighted average exercise price of \$2.80 per share and 32,837,932 Payoneer RSUs outstanding as of March 31, 2026.

(5) Earn-Out Shares, as such term is defined in the Reorganization Agreement dated February 3, 2021 (as amended, the “Reorganization Agreement”).

(6) 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 March 31, 2026, there are 5,393,481 shares purchased under the ESPP plan.

¹ 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, 2025 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.