

Supplemental pro forma share counts¹

Common Shares Outstanding

Basic and Diluted 2023 Weighted Average ²	Shares
Weighted Average of Common Shares – Basic	361,678,893
Add:	
Dilutive impact of options and RSUs to purchase common stock	30,256,559
Dilutive impact of private warrants ³	730,266
Weighted Average of Common Shares – Diluted⁴	392,665,718

Common Shares Outstanding as of 12/31/2023	Shares
Common shares outstanding before buyback	368,655,185
Shares bought back during 2023	11,064,692
Common shares outstanding	357,590,493

Additional information not included in the table above:

Contingent:

Outstanding options, RSUs and private warrants ⁵	60,324,639
Outstanding public warrants ⁶	25,158,086
Payoneer Earn-Out Shares ⁷	15,000,000

Authorized for future grants:

Incentive Equity Plan (unallocated) ⁸	12,188,669
Employee Stock Purchase Plan ⁸	4,770,007

Footnotes

(2) As reported in Note 21 of the Form 10-K for the period ended December 31, 2023.

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

(4) 25,158,086 public (PAYOW) warrants, 4,255,000 RSUs with market condition, 15,000,000 Earn-Out Shares (as such terms is defined below), 665,520 options to purchase common stocks and ESPP shares to be issued under the offering period ending on May 15, 2024 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 27,788,279 Payoneer options with a weighted average exercise price of \$2.13 per share and 1,792,994 Payoneer private warrants with an exercise price of \$1.79 per share and 30,743,366 Payoneer RSUs outstanding as of December 31, 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 15 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, 2023, there are 2,833,195 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, 2023 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.