

Supplemental pro forma share counts¹

Common Shares Outstanding

Basic and Diluted Weighted Average ²	Three months ended December 31, 2022	Twelve months ended December 31, 2022
Weighted Average of Common Shares – Basic and Diluted	352,756,697	348,044,831

Common Shares Outstanding as of 12/31/2022	Shares
Common shares outstanding	352,842,025

Additional information not included in the table above:

Contingent:

Outstanding options, RSUs and private warrants ³	62,570,363
Outstanding public warrants ⁴	25,158,086
Payoneer Earn-Out Shares ⁵	30,000,000

Authorized for future grants:

Incentive Equity Plan (unallocated) ⁶	10,631,730
Employee Stock Purchase Plan ⁶	6,623,625

Footnotes

(2) As reported in Note 20 of the Form 10-K for the annual period ended December 31, 2022.

(3) Total of 34,923,788 Payoneer options with a weighted average exercise price of \$2.1 per share and 1,792,994 Payoneer private warrants with an exercise price of \$1.79 per share and 25,853,581 Payoneer RSUs outstanding as of December 31, 2022.

(4) 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 Note 15 of the 10-K.

(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 December 31, 2022, there are 979,577 shares outstanding 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, 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.