

Supplemental pro forma share counts¹

Common Shares Outstanding

Basic and Diluted 2024 Weighted Average ²	Shares
Weighted Average of Common Shares – Basic	356,315,658
Add:	
Dilutive impact of options and RSUs to purchase common stock	16,327,840
Dilutive impact of private warrants ³	724,885
Weighted Average of Common Shares – Diluted⁴	373,368,383

Common Shares Outstanding as of 6/30/2024	Shares
Common shares outstanding before buyback	382,998,980
Shares bought back since inception of repurchase program in 2023	30,309,589
Common shares outstanding	352,689,391

Additional information not included in the table above:

Contingent:

Outstanding options, RSUs and private warrants ⁵	53,731,032
Outstanding public warrants ⁶	25,158,086
Payoneer Earn-Out Shares ⁷	15,000,000

Authorized for future grants:

Incentive Equity Plan (unallocated) ⁸	19,025,247
Employee Stock Purchase Plan ⁸	4,072,744

Footnotes

(2) As reported in Note 19 of the Form 10-Q for the quarter period ended June 30, 2024.

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

(4) 25,158,086 public (PAYOW) warrants, 3,620,000 RSUs with market condition, ESPP shares to be issued under the offering period ending on November 15, 2024, 15,000,000 Earn-Out Shares (as such terms is defined below), 2,043,479 options to purchase common stocks, 2,208,513 and 11,018,581 RSUs have been excluded from the computation of diluted net earning per share for the three and six months ended June 30, 2024 as their effect was anti-dilutive or the conditions were not met as of the end of the reporting period.

(5) Total of 20,313,161 Payoneer options with a weighted average exercise price of \$2.48 per share and 1,792,994 Payoneer private warrants with an exercise price of \$1.79 per share and 31,624,877 Payoneer RSUs outstanding as of June 30, 2024.

(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 June 30, 2024, there are 3,530,458 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.