

PAYONEER GLOBAL INC.

Stock Ownership Guidelines

The Compensation Committee (the “**Committee**”) of Payoneer Global Inc. (the “**Company**”) has adopted these Stock Ownership Guidelines (the “**Guidelines**”), effective as of February 13, 2024 (the “**Effective Date**”), to further align the interests of the Company’s “executive officers” (as such term is defined under Rule 3b-7 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”)) (such officers, “**Executive Officers**”) and the non-employee members of the Company’s Board of Directors (the “**Board**” and “**Directors**”, respectively, and each, together with the Executive Officers, a “**Covered Person**”) with those of its stockholders, and believes its Covered Persons should have a financial stake in the Company. Therefore, such Covered Persons are required to own a minimum number of Company shares having an aggregate value equal to the multiple of his or her annual base salary or cash retainer set forth in the table below:

<i>Role</i>	<i>Minimum ownership</i>
Chief Executive Officer	5x annual base salary
Other Executive Officers	1x annual base salary
Directors	3x annual cash retainer

The minimum number of shares required to be held by a Covered Person is referred to herein as such Covered Person’s “**Target Ownership**”. Each Covered Person is required to acquire and maintain his or her Target Ownership within five years of becoming a Covered Person, or, if later, five years following the Effective Date (the “**Compliance Date**”) for so long as he or she continues to serve as a Covered Person.

Only shares of the Company’s common stock, par value \$0.01 each, that are beneficially owned by the Covered Person in the following forms will be considered in determining whether a Covered Person’s Target Ownership has been met:

- Shares owned directly by the Covered Person (including Shares held through a broker in individual brokerage accounts); and
- Shares beneficially owned jointly with, or separately by, immediate family members residing in the same household, either directly or indirectly;
- Shares held in a trust for the benefit of the Covered Person or his or her spouse or dependent children residing in the same household.

Only shares owned outright, on a net basis, will be considered in determining whether an individual’s Target Ownership has been met, as listed below:

- Shares acquired through the Company’s equity incentive plans, including vested and settled restricted stock units or performance stock units and vested options that have been exercised into stock;
- Shares purchased through the Company’s Employee Stock Purchase Plan; and
- Shares acquired through open market purchases.

“**Net basis**” means those shares that remain after shares are sold or withheld, as the case may be, to (i) pay any applicable exercise price for a stock option or (ii) satisfy withholding tax obligations arising in connection with the exercise, vesting or payment of an equity award.

Target Ownership levels will be determined annually for an Executive Officer using his or her annual base salary as of the final day of the most recently completed fiscal year (the “**Measurement Date**”), and for a Director using his or her annual cash retainer (excluding any additional retainers received for committee service or for service as chair) as of the Measurement Date, and the average daily closing share price of the 30 days preceding the Measurement Date. The first annual calculation will be conducted for fiscal year 2025. The Committee and Covered Persons will be notified about Target Ownership levels.

If a Covered Person has not satisfied the Covered Person’s Target Ownership requirement by the Compliance Date, such Covered Person is required to retain 100% of the shares resulting from the vesting, settlement or exercise, as applicable, of all vested stock options, restricted stock units, performance stock units, or other equity-based awards of the Company, on a net basis, until the Covered Person has satisfied such Covered Person’s Target Ownership requirement.

In the event of a Covered Person’s failure to comply with these Guidelines the Committee may consider, in its discretion, whether any actions should be taken to enforce the Target Ownership requirement with respect to such Covered Person.

The Committee may, in its discretion, determine whether exceptions to the Target Ownership requirement should be made for any Covered Person if the Committee determines that compliance with the Target Ownership requirement would (a) due to individual financial circumstances, cause the Covered Person to incur hardship or (b) prevent the Covered Person from complying with a court order. If an exception is granted, the Committee may, in its discretion, modify or waive for a reasonable time the Covered Person’s obligation to comply with his or her Target Ownership requirement, or develop an alternative ownership requirement, in each case, taking into account individual, Company and market circumstances, as appropriate.

The Committee may also, in its discretion, determine whether to suspend or otherwise modify ownership requirements in the event of significant declines in the Company’s stock price.

In purchasing Company shares to satisfy these Guidelines, Covered Persons should be mindful of the short-swing profit rules under Section 16 of the Securities Exchange Act of 1933, as amended. Under those rules, any non-exempt purchase of Company stock by an executive officer or director may be matched against his or her sales of Company stock within 6 months before or after that purchase, and will give rise to liability equal to the difference between the highest sale and lowest purchase price during the 6-month period.

The Committee reserves the right to modify or amend the Guidelines at any time.