



PAYONEER GLOBAL INC.

Risk Committee Charter

Adopted June 25, 2021

Purpose

The purpose of the Risk Committee (the “**Committee**”) is to oversee and assist the Board of Directors (the “**Board**”) in fulfilling its responsibilities with respect to the oversight of the affairs of Payoneer Global Inc. (the “**Company**”) in the areas of enterprise risk management and certain compliance matters, including review of key risk issues and emerging risks that may be applicable to the Company, discussion of management’s risk mitigation processes and evaluation of potential remediation plans.

Membership

The Committee shall be composed of at least three (3) members of the Board, each of whom shall be designated by the Board and may be removed by the Board at any time. The Nominating and Corporate Governance Committee of the Company shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. The Nominating and Corporate Governance Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

Meetings & Proceedings

1. The Committee shall meet quarterly, with additional meetings held as necessary or required. The Committee shall provide reports with recommendations, as deemed necessary, to the Audit Committee and to the Board, as applicable. The Committee shall maintain written minutes or other records of its meetings. The Corporate Secretary of the Company shall retain the signed minutes on file with the corporate records of the Company.
2. The Committee is governed by the same rules regarding meetings as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure as long as they are consistent with (a) the provisions of this Charter, (b) the provisions of the Certificate of Incorporation or Bylaws of the Company, and (c) the laws of the State of Delaware.
3. The Committee may ask members of management or others to attend meetings and provide pertinent information, as necessary. It is the responsibility of the Committee to maintain free and open communication among the Committee and management of the Company.

Responsibilities

The responsibilities of the Committee shall include:

1. Reviewing the adequacy of the Company's enterprise risk management programs and policies, meeting with Company's head of enterprise risk as necessary and making recommendations for any improvements in these areas.
2. Overseeing and discussing emerging and key risks and the steps that management has taken to monitor and control such risks.
3. Reviewing the Company's cyber-security and the protection of data integrity policies and practices, including making recommendations for improvements in these areas.
4. Receiving from management updates regarding corporate-wide compliance with laws and regulations.
5. Reviewing the Company's privacy and data protection policies and receiving from management updates regarding its activities in these areas and recommending areas for improvement.
6. Reviewing financial risk, including credit exposures to counter-parties, customer or vendor concentrations, market and other risks which could have a material impact on the Company's financial results.
7. Reporting to the Audit Committee or the Board, respectively, any items that could have a material impact on the financial statements or other material impact.
8. Reporting, together with management, on an annual basis to the Board (a) the Company's strategies in light of the overall risk profile of the Company, (b) the nature and magnitude of the significant risks the Company is exposed to, (c) the processes, policies, procedures and controls in place to manage or mitigate the significant risks, and (d) the overall effectiveness of the enterprise risk management process.

General

1. The Committee shall conduct an annual evaluation of the effectiveness of the Committee.
2. The Committee shall review and reassess this Charter annually, and submit any recommended changes (if any) to the Board for its consideration and approval.
3. The Committee shall perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.