
TUFIN SOFTWARE TECHNOLOGIES LTD.

AUDIT COMMITTEE CHARTER

This Audit Committee Charter (the “Charter”) has been adopted by the board of directors (the “Board”) of Tufin Software Technologies Ltd. (the “Company”).

I. PURPOSE

The purposes of the Audit Committee (the “Committee”) are to:

- provide oversight of the accounting and financial reporting process of the Company and the audits of the financial statements of the Company;
- assist the Board in its oversight of (i) the quality and integrity of the Company’s financial statements and other published financial information, (ii) the Company’s compliance with applicable financial and accounting related standards, rules and regulations, (iii) the selection, retention and termination, subject to shareholder approval, of the Company’s independent auditor, (iv) the pre-approval of all audit, audit-related and all permitted non-audit services, if any, by the Company’s independent auditor, and the compensation therefor and (v) the Company’s internal controls over financial reporting;
- determine whether there are delinquencies in the business management practices of the Company, including in consultation with the Company’s internal auditor or independent auditor, and make recommendations to the Board to improve such practices;
- determine whether to approve certain related party transactions or transactions in which a Board member or other Office Holder (as defined in the Israeli Companies Law, 5759-1999 (the “Companies Law”)) has a personal interest and whether such transaction is material to the Company;
- prepare any report that the rules of the U.S. Securities and Exchange Commission (the “SEC”) require to be included, or that the Company otherwise elects to include, in the Company’s annual proxy statement;
- provide the Board with the results of its monitoring and recommendations derived from the foregoing; and
- fulfill any other duties of the Committee as shall be required under the Companies Law.

The purposes and provisions specified in this Charter are meant to serve as guidelines, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. Unless otherwise prescribed in this Charter, the rules and procedures applicable to the operation of the Board shall apply to the operation of the Committee with any necessary changes. Nothing herein is intended to expand applicable standards of liability under Israeli or U.S. federal law for directors of a corporation.

The Committee relies on the expertise and knowledge of management and the Company’s independent auditor in carrying out its oversight responsibilities. Management of the Company is responsible for determining that the Company’s financial statements are complete, accurate and in accordance with generally accepted accounting principles. The independent auditor is responsible for auditing the Company’s financial statements. It is not the duty of the Committee to plan or conduct audits, to determine that the financial statements are complete and accurate and in accordance with generally accepted accounting principles, to conduct investigations, or to assure

compliance with laws and regulations or the Company's standards of business conduct, codes of ethics, internal policies, procedures and controls.

II. COMMITTEE STRUCTURE

Membership

The Committee's membership shall satisfy the requirements set forth below.

- The Committee shall be comprised of three or more members of the Board.
- The members of the Committee shall be "independent" (or be subject to an applicable exception) as determined in accordance with applicable law, including the Sarbanes-Oxley Act of 2002 and the rules and regulations of the SEC promulgated thereunder, and the NYSE Listed Company Manual (the "NYSE Rules").
- No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board (i) determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and (ii) discloses such determination either on or through the Company's website or in the annual proxy statement.
- Each "external director" appointed under the Companies Law (an "External Director") shall be a member of the Committee.
- A majority of the members of the Committee shall be "unaffiliated directors" as defined in the Companies Law ("Unaffiliated Directors").
- One of the Unaffiliated Directors shall possess "accounting and financial expertise" consistent with the requirements of the Companies Law.
- No member of the Committee may have participated in the preparation of the financial statements of the Company or any of the Company's current subsidiaries during the preceding three years.
- Each member of the Committee shall be financially literate, as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after his/her appointment to the Committee.
- At least one member of the Committee shall be an "audit committee financial expert" consistent with the SEC's rules and regulations. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or by an outside consultant.

The following persons shall not be appointed to the Committee: (i) the Chairman of the Board, (ii) any director employed by the Company or by a controlling shareholder of the Company or a company under the control of a controlling shareholder, (iii) a director who provides services, on an ongoing basis, to the Company, a controlling shareholder of the Company or a company under the control of a controlling shareholder, (iv) a director who derives his main source of income from a controlling shareholder, (v) a controlling shareholder or his relative, and (vi) any person who owns or controls (or whose relative owns or controls) more than 10% of the Company's shares.

Subject to applicable law, (i) the Committee's members shall be appointed by and serve at the discretion of the Board, (ii) members shall serve until their successors are duly designated and qualified, (iii) any member of the Committee may be removed at any time, with or without cause, by a resolution of the Board and (iv) any vacancy on the Committee occurring for any cause whatsoever may be filled by a resolution of the Board.

Chairperson

The Committee's chairperson (the "Chairperson") shall be designated by the Board, and shall be an External Director who has not served in such capacity for a period of over nine years. The Chairperson will preside at each meeting of the Committee and, in consultation with the other members of the Committee then present, shall determine the length of such meeting and the agenda of items to be addressed at such meeting.

III. MEETINGS AND AUTHORITY

Meetings

The Committee shall meet at least once every fiscal quarter, or more frequently as circumstances require. The presence (in person or via telephone or other means of remote communication) of a majority of the members of the Committee shall constitute a quorum for the transaction of business at a meeting of the Committee, and the act of a majority of those present at any meeting at which there is a quorum and who are entitled to vote on the matter shall be the act of the Committee; *provided, however*, that the majority of those members present shall qualify as Unaffiliated Directors and that at least one of those Unaffiliated Directors present shall be an External Director. The Committee may also act in a unanimous written consent in lieu of a meeting of the then-serving members of the Committee.

As part of its goal to foster open communication, the Committee shall periodically meet separately with each of management, the independent auditor and the internal auditor. In addition, the Committee should meet with the independent auditor and management quarterly to review the Company's financial statements.

Power and Authority

The Committee shall have full access to all Company books, records, facilities and personnel, including the Board, the Audit Committee, the internal auditor, the independent auditor and internal and outside counsel. In addition, the Committee shall, at such times as it deems appropriate, meet separately with management, the internal auditor, representatives of the internal auditing department, if any, and the independent auditor to discuss any matters that the Committee or any of these persons or firms believe should be discussed privately. It is the responsibility of the Committee to maintain free and open communication among the Committee, the independent auditor, the internal auditor and management of the Company. Notwithstanding the foregoing, any person who is, pursuant to the Companies Law, forbidden from serving as a member of the Committee, shall not be present at any meeting of the Committee (during its discussions or its decision making), unless the Committee's Chairperson has determined that such person is required during the presentation of a certain topic to the Committee, provided that (i) an employee of the Company who is not the controlling shareholder or his relative may be present at the meeting, so long as a decision is made without his presence; and (ii) the Company's general counsel and corporate secretary which are not a controlling shareholder or his relative may be present during meeting and the decision making, if so requested by the Committee.

The Company's internal auditor shall be provided with notices of all meetings of the Committee, and the Company's independent auditor shall be provided with notice of meetings in which a matter related to the audit of the financial statements or a discussion of the quarterly results of operation of the Company is to be discussed, and shall be entitled to attend such meetings, subject to a determination by the Committee to exclude it from all or any part of the meeting to the extent permitted under applicable law. The internal auditor may request that the Committee's Chairperson call a meeting in order to discuss a matter detailed in his or her request for a meeting, and the Chairperson shall call the meeting within a reasonable time, if the Chairperson deems fit, at his or her discretion.

The Committee shall have the power to retain, without Board approval and at the Company's expense, and terminate the services of, as it deems appropriate, outside counsel and other experts and consultants to assist the Committee in connection with its responsibilities, and shall have the sole authority to approve such firms' fees and other retention terms.

Subject to applicable law, the Committee may delegate its authority to subcommittees established from time to time by the Committee. Such subcommittees shall consist of one or more members of the Committee and shall report to the Committee.

IV. RESPONSIBILITIES

The Committee shall have the power and authority of the Board to perform the duties and to fulfill the responsibilities detailed below:

Independent Auditor

- Retain and terminate the independent auditor subject to approval of the Board and the shareholders. In making its determination regarding the retention or termination of the independent auditor and otherwise as it deems necessary from time to time, the Committee shall:
 - at least annually, obtain and review a written report by the independent auditor describing any material issues raised by the most recent Public Company Accounting Oversight Board inspection, by an internal quality control review of the firm, or by any inquiry or investigation by governmental or professional authorities within the past five years, concerning an independent audit or audits carried out by the firm, and any steps taken to deal with any such issues;
 - review the independent auditor's work throughout the year, including obtaining the opinions of management;
 - receive written statements from the independent auditor delineating all relationships between the independent auditor and the Company, discuss with the independent auditor any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and recommend any appropriate actions to be taken;
 - review the independent auditor's written submission to the Company of annual fees billed;
 - meet periodically (not less than annually) in separate executive sessions with the Company's independent auditor; and
 - oversee the qualifications, performance and scope of work of the Company's independent auditor.
- Review and evaluate the senior members of the independent auditor's team, in particular, the lead audit partner and the reviewing partner. Discuss with management the timing and process for the rotation of the lead audit partner and the reviewing partner as required by applicable law and rules.
- Pre-approve all audit, audit-related and all permitted non-audit services, and related fees and terms, to be provided to the Company by the independent auditor under applicable law and regulations. The Committee may, in accordance with applicable law, establish pre-approval policies and procedures for the engagement of independent accountants. The pre-approval of auditing and non-auditing services can be carried out with input from, but no delegation of authority to, management.
- Establish clear hiring policies for employees or former employees of the independent auditor in accordance with applicable law and regulations.

Internal Control over Financial Reporting

- Review periodically with management, the internal auditor and the independent auditor, the adequacy and effectiveness of the Company's system of internal control over financial reporting.

- Evaluate whether management is effectively communicating to employees and other persons retained by the Company the importance of internal accounting and financial control effectiveness.
- Determine whether internal control over financial reporting improvement recommendations made by the internal auditor and the independent auditor have been appropriately implemented in a timely manner by management.
- Review with management, the internal auditor and the independent auditor each of the (i) the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures and (ii) the processes followed for assessment of internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002.

Financial Reporting

- Review with management and the independent auditor the annual report and each quarterly earnings release of the Company prior to filing (or submission, as the case may be) with the SEC (whether filed as part of a Form 20-F or furnished under cover of Form 6-K).
- Review and discuss with management and the independent auditor the Company's annual audited financial statements and quarterly financial statements, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operation," prior to public dissemination thereof.
- Discuss with management, and review prior to submission, any responses to SEC comments regarding the Company's financial statements or financial reporting.
- Review and discuss with management and the independent auditor the Company's earnings press releases and earnings calls, as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.
- Receive periodic reports from the independent auditor regarding: (i) critical accounting policies and practices; (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management of the Company, ramifications of the use of alternative disclosures and accounting treatments and the accounting treatment preferred by the independent auditor; and (iii) other material written communications between the independent auditor and management, including any management letter or schedule of adjusted differences.
- Review with the Company's general counsel and/or external counsel legal and regulatory matters that could have a material impact on the financial statements.
- Review with the independent auditor: (i) the scope and results of the audit; (ii) any problems or difficulties that the auditor encountered in the course of the audit work, and management's response; and (iii) any questions, comments or suggestions the auditor may have relating to the internal controls and accounting practices and procedures of the Company.
- Review and discuss with the independent auditor the independent auditor's judgments as to the quality, not just the acceptability, of the Company's accounting principles.
- Discuss with the independent auditor the matters required by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including any difficulties encountered in the course of the audit effort, restrictions on the scope of procedures or access to requested information and any significant disagreements with management.

- Periodically review and discuss with management and the independent auditor significant accounting and reporting issues, including financial reporting pronouncements and proposals, and understand their impact on the Company's financial statements.
- Prepare a "Report of the Audit Committee" to be included in the Company's annual proxy statement, if the Company is then subject to the U.S. proxy rules.
- Establish procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, and review any complaints or concerns received pursuant to such procedures.
- Review with management and the independent auditor risks of material misstatements due to fraud, along with the guidelines and policies with respect to risk assessment and risk management.
- Meet periodically (not less than annually) in separate executive sessions with the Company's Chief Financial Officer and Chief Executive Officer.

Internal Auditor

- Recommend to the Board the retention and termination of the internal auditor, and the internal auditor's engagement fees and terms, in accordance with the Companies Law.
- Examine and approve the yearly or periodic work plan proposed by the internal auditor, and review and discuss the work of the internal auditor on a quarterly basis.
- Review whether the Company should implement an internal audit function consisting of employees of the Company and, if so, review the internal audit function.
- Evaluate the Company's internal audit function (including the responsibilities, budget and staffing of such function) and the performance of the internal auditor; confirm that the internal auditor has sufficient tools and resources at his disposal, taking into account, among other, the special requirements of the Company and its size.

Legal Compliance

- Review and monitor, as appropriate, (i) litigation or other legal matters that could have a significant impact on the Company's financial results, (ii) significant findings of any examination by regulatory authorities or agencies, in the areas of securities, accounting or tax and (iii) the Company's disclosure controls and procedures. The Committee shall be fully entitled to rely on reports that it receives and shall be under no obligation to conduct any independent investigation or verification.
- Receive reports of suspected business irregularities and legal compliance issues through periodic and, when appropriate, immediate reporting by members of the Company's management, legal counsel, the independent or internal auditor or pursuant to any "whistleblower policy" adopted by the Committee. In the event that the Committee is informed of any irregularities, it will suggest to the Board remedial courses of action. The Committee shall be fully entitled to rely on reports that it receives and shall be under no obligation to conduct any independent investigation or verification.
- Oversee the Company's policies and procedures regarding compliance with applicable financial and accounting related standards, rules and regulations.

Other Responsibilities

- Review and consider the approval of related party transactions and transactions involving an Office Holder of the Company (as defined in the Companies Law) that may present a conflict of interest between the duties of such Office Holder to the Company and his or her personal interests, in each case in accordance with the NYSE Rules, the Companies Law or as referred by the Board (each, a “Related Party Transaction”). In order to assist it in carrying out such role, the Committee shall apply criteria for classification of transactions and actions as extraordinary transactions and material actions and shall classify certain transactions or actions accordingly, and, if involving conflicts of interests or Related Party Transactions, shall review and consider their approval, in accordance with the Companies Law.
- Determine whether to classify certain engagements or transactions as material or extraordinary as applicable, and therefore requiring special approval under the Companies Law. The Committee may make such determination according to principles and guidelines predetermined on an annual basis.
- Conduct or authorize investigations into any matters within the Committee’s scope of responsibilities. Any other responsibility set forth in the Companies Law, as may be from time to time.
- Perform such other duties consistent with this Charter, the Company’s governing documents and governing law that may be requested by the Board.

VI. ANNUAL REVIEW

The Committee shall annually review and assess the performance of the Committee and its members, including by reviewing the adequacy of this Charter (including the structure, process and membership requirements of the Committee). The Committee shall recommend any proposed changes to this Charter to the Board for approval.

VIII. INTERPRETATION; DEFINITIONS

To the extent any of the provisions included herein is a description or summary of any applicable law or is intended to recite the provisions of any applicable law, then in the event of any inconsistency, contradiction or any other conflict between the provisions herein and the provisions of such applicable law, then the provisions of such applicable law shall prevail. In the event that any such provision of applicable law is amended to include any relief or exclusion, then, such relief and exclusions shall be deemed to constitute an integral part of this charter, whether or not a conflict, inconsistency or contradiction arises.

* * *

Adopted: February 28, 2019