
TUFIN SOFTWARE TECHNOLOGIES LTD.
COMPENSATION COMMITTEE CHARTER

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

This Charter does not derogate from nor supersede, and instead will be read in conjunction with, the terms set forth in the Compensation Policy (the “Compensation Policy”) to be recommended to the Board by the Committee, and adopted by the Board and the Company’s shareholders in accordance with the requirements set forth in the Israeli Companies Law, 5759-1999 and the regulations promulgated thereunder (the “Companies Law”). If any term of this Charter contradicts the requirements under the Companies Law relating to the Compensation Policy, or the Compensation Policy itself, then the terms of the Companies Law and the Compensation Policy will prevail.

I. PURPOSE

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

- assist the Board in fulfilling its responsibilities relating to compensation of the Company’s directors, Chief Executive Officer and other “Office Holders” (as defined under the Companies Law);
- assist the Board in administering the Company’s equity-based compensation plans (the “Plans”), consistent with the Company’s Compensation Policy and other guidelines adopted by the Board from time to time; and
- produce appropriate reports on executive compensation for public disclosure to the extent required under applicable securities laws and the rules and regulations promulgated by the U.S. Securities and Exchange Commission (the “SEC”) or as otherwise deemed advisable by the Board.

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.

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 Rule 10C-1(b)(1) under the U.S. Securities Exchange Act of 1934, as amended, and the NYSE Listed Company Manual (the “NYSE Rules”).
- 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 External Directors.

Without derogating from the generality of the preceding sentence, 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 by 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 to a company under the control of a controlling shareholder, (iv) a director whose main source of income comes from a controlling shareholder, and (v) a controlling shareholder or his relative.

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.

A member of the Committee may not receive directly or indirectly from the Company any compensatory fee except as provided in the regulations promulgated under the Companies Law pertaining to external directors' compensation.

Chairperson

The Committee's chairperson (the "Chairperson") shall be designated by the Board, and shall be an External Director. 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 as 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. The Committee may also act by unanimous written consent of the then-serving members of the Committee in lieu of a meeting. The Committee shall maintain written minutes of its meeting.

Power and Authority

The Committee shall have full access to all Company books, records, facilities and personnel as necessary to fulfill its duties and responsibilities. A person who is not eligible to be appointed as a member of the Committee shall not attend meetings, unless the Chairman of the Committee deems such person is required in order to present a certain issue; however (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, provided, however, that the chief executive officer of the Company shall not be present during voting or deliberation on his or her compensation; 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.

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 or the Board and shall report to the Committee.

IV. DUTIES AND RESPONSIBILITY

The Committee shall have the power, without Board approval and at the Company's expense (which shall be funded appropriately by the Company), to retain, oversee the work of, and subsequently terminate independent,

outside legal counsel, compensation consultants and other experts and consultants to assist the Committee in connection with its responsibilities, and shall have the sole and direct authority to approve such advisers' compensation and other retention terms.

The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after undertaking an independence assessment as may be required by the NYSE Rules, including by taking into consideration the factors set forth below.

- The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser.
- The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser.
- The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest.
- Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee.
- Any ordinary shares of the Company owned by the compensation consultant, legal counsel or other adviser.
- Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

However, none of the above criteria need be considered by the Committee in retaining an adviser who only provides (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees of the Company, or (ii) information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant.

For the avoidance of doubt, a compensation consultant, legal counsel or other adviser is not required to be independent, only that the Committee consider the foregoing factors before selecting, or receiving advice from, such adviser. The Committee may select, or receive advice from, any adviser it prefers, including ones that are not independent, after considering the foregoing.

The assistance and advice of the compensation consultant, independent legal counsel or other adviser to the Committee shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee, and the Committee shall not be required to implement or act consistently with the advice or recommendations of such advisor.

V. DUTIES AND RESPONSIBILITY

The Committee shall have the power and authority of the Board to perform the duties and to fulfill the responsibilities detailed below. The Committee's approval of any matter below shall not derogate from the requirements of the Companies Law pursuant to which approval of the Board and, in certain cases, the Company's shareholders, is required for certain acts or transactions, and under such circumstances the Committee's approval shall constitute only a recommendation to any such body.

- Recommend to the Board the Compensation Policy of the Company and any amendments thereto (whether in the form of a new Compensation Policy or the continuation of an existing Compensation Policy consistent with the Companies Law).

- Assess implementation of the Compensation Policy.
- Review and recommend the terms of office and engagement of the CEO and other Office Holders, based on the considerations set forth in the Compensation Policy.
- Review and approve corporate goals and objectives relevant to the compensation of the CEO and other Office Holders, consistent with the then-effective Compensation Policy to the extent applicable.
- Evaluate the achievement of such goals and objectives and the overall performance of the CEO and other Office Holders, and determine the compensation (including the annual salary, bonus, equity and equity-based incentives and other benefits), direct or indirect, of the CEO and other Office Holders based on such evaluation, except as otherwise provided in the then-effective Compensation Policy.
- Administer the Plans including without limitation, approving, and when required recommending for approval by the Company's shareholders, the adoption of the Plans, reservation of ordinary shares of the Company for issuance thereunder, amending and interpreting the Plans and the equity-based awards (the "Awards") and agreements issued pursuant thereto, and approving Awards to eligible persons under the Plans and determine the terms of the Awards.
- Review and, subject to applicable law, recommend for Board approval, the grant of Awards pursuant to the Company's Plans, and consistent with the Company's Compensation Policy, and, subject to applicable law, administering the Plans. The Committee may make recommendations to the Board with respect to the Plans, including reserving additional shares for issuance thereunder.
- Determine whether to approve transactions with Office Holders that include employment or retention terms that require Committee approval under the Companies Law, the Compensation Policy or the Plans.
- Determine whether to exempt from the requirement of shareholder approval the terms of employment and compensation of a prospective Chief Executive Officer of the Company if the required conditions therefor are met under Section 272(c1)(3) of the Companies Law.
- Oversee compliance with the compensation reporting requirements of the SEC and the Companies Law to the extent applicable or to the extent the Committee determines that disclosures are desirable even if not required.
- Review, periodically evaluate and make recommendations to the Board regarding the compensation and benefits, direct and indirect, for the Company's non-employee directors, taking into account the Compensation Policy.
- If the Committee deems advisable, develop and recommend to for Board approval a share ownership policy for directors and executive officers.
- Perform such other activities and functions as are required by applicable law, the NYSE Rules or provisions in the Company's charter documents, or as are otherwise necessary and advisable, in its or the Board's discretion, for the efficient discharge of its duties.

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).

VII. 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.

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Adopted: February 28, 2019