
TUFIN SOFTWARE TECHNOLOGIES LTD.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

This Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee (the “Committee”) are to:

- support and advise the Board in selecting director nominees, consistent with the criteria approved by the Board, who are best able to fulfill the responsibilities of a director of the Company;
- develop and recommend to the Board a set of corporate governance principles applicable to the Company;
- oversee the evaluation of the Board and management; and
- otherwise take a leadership role in shaping the corporate governance of the Company.

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 the NYSE Listed Company Manual (the “NYSE Rules”).
- One “external director” (an “External Director”) appointed under the Israeli Companies Law, 5759-1999 (the “Companies Law”) shall be a member of the Committee.

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. 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 meetings.

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.

The Committee shall have the power, without Board approval and at the Company's expense, to retain and subsequently terminate 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 or the Board and shall report to the Committee.

IV. DUTIES AND RESPONSIBILITY

The Committee shall assist the Board in overseeing the director nomination process and corporate governance matters of the Company by fulfilling the responsibilities set forth below, in each case, subject to the supervision and oversight of the Board. The Committee shall also 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.

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, the Company's compensation committee, audit committee or 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.

Nominating Matters

The Committee shall be responsible for the tasks related to nominating matters set forth below.

- Develop and make recommendations to the Board regarding criteria for selecting new directors.
- Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates for director.
- Review and recommend to the Board nominees for election as directors of the Company, including nominees recommended by shareholders of the Company, and consider the performance of incumbent directors whose terms are expiring in determining whether to nominate them to stand for reelection.

- Identify, evaluate and recommend to the Board nominees to fill any vacancies or newly created directorships.
- Recommend to the Board nominees who shall be appointed to serve on the committees of the Board, subject to applicable law.
- Establish procedures for and oversee the evaluation of, at least annually, the Board.
- Evaluate and recommend to the Board the termination of membership of individual directors for cause or other appropriate reasons (including, without limitation, as a result of changes in directors' primary job responsibilities or employment status).
- Periodically review, evaluate and make recommendations to the Board regarding management succession and development.
- Develop, oversee and periodically review the Company's orientation processes for new directors and continuing education processes for current directors.

Corporate Governance Matters

The Committee shall be responsible for the tasks related to corporate governance matters set forth below.

- Develop and recommend to the Board corporate governance guidelines for the Company satisfying the requirements of applicable law and any other applicable requirements, and review those principles periodically and recommend any changes to the Board.
- Review and make recommendations to the Board regarding:
 - director qualifications, composition and structure, including without limitation, the term of office for directors;
 - retirement policies for non-employee directors (subject to the Company's compensation policy);
 - the ratio of employee and non-employee directors, the size of the Board and the format and frequency of Board meetings;
 - the nature and duties of Board committees and qualifications of committee members, including without limitation, evaluating (i) the different duties and powers of Board committees and (ii) the size and composition of the Board Committees; and
 - other corporate governance matters as the Committee shall see fit.

V. 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.

VI. 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