
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”).

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 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.

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.

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, evaluating the performance of the CEO and other Office Holders in light of such goals and objectives, and determining 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.
- Consistent with the terms of the Company's Compensation Policy, administer the Plans including without limitation, (1) approving the grant of equity-based awards ("Awards") (including the terms of Awards) to eligible persons under the Plans pursuant to the authority specifically delated to the Committee by the Board or recommending the approval of such Awards to the Board and, if required by law, the shareholders, and (2) interpreting the Plans and the Awards and any agreements issued pursuant thereto.
- Make recommendations to the Board and/or shareholders with respect to the adoption of Plans and amendments to existing 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.

V. ANNUAL REVIEW

The Committee shall annually review and assess the performance of the Committee and its members, including by reviewing the he adequacy of this Charter (including the structure, process and membership requirements of the Committee).

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.

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Amended: May 26, 2020