
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 20-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2023

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report _____
Commission file number 000-28584

CHECK POINT SOFTWARE TECHNOLOGIES LTD.

(Exact name of Registrant as specified in its charter)

ISRAEL

(Jurisdiction of incorporation or organization)

5 Shlomo Kaplan Street Tel Aviv 6789159, Israel
(Address of principal executive offices)

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General Counsel
Check Point Software Technologies Ltd.

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Securities registered or to be registered pursuant to Section 12(b) of the Act.

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
Ordinary shares, NIS 0.01 nominal value	CHKP	NASDAQ Global Select Market

Securities registered or to be registered pursuant to Section 12(g) of the Act. None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act. None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of December 31, 2023. 112,906,427 ordinary shares, nominal value NIS 0.01 per share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act:

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934:

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer Accelerated filer Non-accelerated filer Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards † provided pursuant to Section 13(a) of the Exchange Act.

The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act):

Yes No

Auditor Firm Id: 1281 **Auditor Name:** Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global **Auditor Location:** Tel-Aviv, Israel

Currency of Presentation and Certain Defined Terms

In this Annual Report on Form 20-F, or the Annual Report, references to “U.S.” or “United States” are to the United States of America, its territories and possessions; and references to “Israel” are to the State of Israel. References to “\$”, “dollar” or “U.S. dollar” are to the legal currency of the United States of America; references to “NIS” or “Israeli shekel” are to the legal currency of Israel and references to “Euro” are to the legal currency of the European Union. Our financial statements are presented in U.S. dollars and are prepared in conformity with accounting principles generally accepted in the United States of America, or U.S. GAAP.

All references to “we,” “us,” “our” or “Check Point” shall mean Check Point Software Technologies Ltd., and, unless specifically indicated otherwise or the context indicates otherwise, our consolidated subsidiaries.

Forward-Looking Statements

In addition to historical fact, this Annual Report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. These forward-looking statements are subject to risks and uncertainties, and include information about possible or assumed future results of our business, financial condition, results of operations, liquidity, plans and objectives. In some cases you can identify forward-looking statements by terminology such as “may,” “will,” “could,” “would,” “should,” “expects,” “plans,” “anticipates,” “believes,” “intends,” “estimates,” “predicts,” “potential,” or “continue” or the negative of these terms or other comparable terminology. These forward-looking statements include, but are not limited to, statements concerning the following:

- our expectations for our business, trends related to our business and the markets in which we operate and into which we sell products;
- uncertain macro-economic and industry trends (such as inflation and fluctuations in supply chains), which may impact demand and supply of our products;
- the effects of increased competition in our market;
- our ability to timely and effectively scale and adapt our existing technology and infrastructure to meet current and future market demands;
- the effects on our business of global pandemics, such as COVID-19;
- our ability to develop or acquire new and more technologically advanced products, and to successfully commercialize these products;
- our ability to protect our proprietary technology and intellectual property;
- our ability to protect our information technology systems, networks and products and services from various security threats;
- our ability to increase adoption of our products and to maintain or increase our market share;
- our ability to maintain our growth;
- future amounts and sources of our revenue;
- our future costs and expenses;
- the adequacy of our capital resources;
- our expectations to provide security for all organizations;
- our expectations with respect to share repurchases by us and dividend payments by us;
- the effects on our business of evolving laws and regulations, including government export or import controls and U.S. tax regulations;
- the effects of the current terrorist attacks by Hamas, and the war and hostilities between Israel and Hamas and Israel and Hezbollah;
- the impact of the significant military action against Ukraine launched by Russia and any related political or economic responses and counter-responses or otherwise by various global actors;
- our ongoing relationships with our current and future customers and channel partners, suppliers, contract manufacturers and distributors; and
- our other expectations, beliefs, intentions and strategies.

These statements are subject to known and unknown risks, uncertainties and other factors, which are difficult to predict and which may cause our actual results to differ materially and adversely from those implied by the forward-looking statements. Many of these risks, uncertainties and assumptions are described in the risk factors set forth in “Item 3 – Key Information – Risk Factors” and elsewhere in this Annual Report. All forward-looking statements included in this Annual Report are based on information available to us on the date of the filing. While we may elect to update forward-looking statements in the future, we specifically disclaim any obligation to update or revise any of the forward-looking statements after the date of the filing, except as required by applicable law.

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PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

Risk Factors

An investment in our ordinary shares involves a high degree of risk. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, also may become important factors that affect us. If any of the following risks materialize, our business, financial condition, results of operations and prospects could be materially harmed. In that event, the market price of our ordinary shares could decline and you could lose part or all of your investment.

Risk Factors Summary

The following is a summary of the principal risks that could materially and adversely affect our business, financial condition, operating results and growth prospects.

Risks Related to Our Business and Our Market

- If the market for information and network security solutions does not continue to grow, our business will be adversely affected.
- We may not be able to successfully compete, which could adversely affect our business and results of operations.
- If we fail to enhance our existing products, develop or acquire new and more technologically advanced products, or fail to successfully commercialize these products, our business and results of operations will suffer.
- We may need to change our pricing models to compete successfully.
- Our business, results of operations and financial condition are subject to the risks of earthquakes, fire, floods, pandemics such as COVID 19 pandemic and other natural events, as well as manmade problems such as power disruptions or terrorism or war, such as the war and hostilities between Israel and Hamas and Israel and Hezbollah have been and may continue to be adversely affected.
- Prolonged economic uncertainties or downturns, globally or in certain regions or industries, could materially adversely affect our business.
- If our products fail to protect against attacks and our customers experience security breaches, our reputation and business could be harmed.

- Product defects may increase our costs and impair the market acceptance of our products and technology.
- We are subject to risks relating to acquisitions.
- We are dependent on a limited number of product families.
- Competition for highly skilled personnel is intense.

Risks Related to Our Dependence on Third-Parties

- We are dependent on a small number of distributors.
- We purchase several key components and finished products from limited sources, and we are increasingly dependent on contract manufacturers for our hardware products.
- We incorporate third-party technology in our products, which may make us dependent on the providers of these technologies and expose us to potential intellectual property claims.
- Failures of the third-party servers, cloud service providers and other third-party hardware, software and infrastructure on which we rely could adversely affect our business.

Risks Related to Tax, Legal and Regulatory Matters

- We are the defendants in various lawsuits and have been subject to tax disputes and governmental proceedings, which could adversely affect our business, results of operations and financial condition.
- Uncertainties in the interpretation and application of worldwide tax reforms, complex tax laws and regulations could materially affect our tax obligations and effective tax rate.
- Class action litigation due to stock price volatility or other factors could cause us to incur substantial costs and divert our management's attention and resources.
- We are subject to governmental export and import controls that could subject us to liability or impair our ability to compete in international markets.

Risks Related to Our Intellectual Property

- We may not be able to successfully protect our intellectual property rights, which could cause substantial harm to our business.
- We incorporate open source technology in our products which may expose us to liability and have a material impact on our product development and sales.
- If a third-party asserts that we are infringing its intellectual property, whether successful or not, it could subject us to costly and time-consuming litigation or expensive licenses, which could harm our business.
- Due to the global nature of our business, we must comply with various anti-bribery regimes and any failure to do so could adversely affect our business.

Other General Risks and Risks Related to the Ownership of Our Ordinary Shares

- We are exposed to various legal, business, political, economic, health-related and other risks associated with our international operations; these risks could increase our costs, reduce future growth opportunities and affect our results of operations.
- Our actual or perceived failure to adequately protect personal data could subject us to sanctions and damages and could harm our reputation and business.

- Compliance with new and changing corporate governance and public disclosure requirements adds uncertainty to our compliance policies and increases our costs of compliance.
- A small number of shareholders own a substantial portion of our ordinary shares, and they may make decisions with which you or others may disagree.
- Our cash balances and investment portfolio have been, and may continue to be, adversely affected by market conditions and interest rates.
- Currency fluctuations may affect the results of our operations or financial condition.
- Our information technology systems, networks and products and services have been, and may continue to be, subject to various security threats.
- We depend on our executive officers and other key employees, and the loss of one or more of these employees or an inability to attract and retain other highly skilled employees could adversely affect our business.

Risks Related to Our Operations in Israel

- The ongoing war and other potential political, economic and military instability in Israel, where our principal executive offices and our principal research and development facilities are located, may adversely affect our results of operations.
- Our operations may be disrupted by the obligations of our personnel to perform military service.
- The tax benefits available to us require us to meet several conditions, and may be terminated or reduced in the future, which would increase our taxes.
- Your rights and responsibilities as a shareholder are, and will continue to be, governed by Israeli law which differs in some material respects from the rights and responsibilities of shareholders of U.S. companies.
- Provisions of Israeli law and our articles of association may delay, prevent or make difficult an acquisition of us, prevent a change of control, and negatively impact our share price.
- As a foreign private issuer we are not subject to the provisions of Regulation FD or U.S. proxy rules and are exempt from filing certain Exchange Act reports.
- As a foreign private issuer whose shares are listed on the Nasdaq Global Select Market, we may follow certain home country corporate governance practices instead of certain Nasdaq requirements.

Risks Related to Our Business and Our Market

If the market for information and network security solutions does not continue to grow, our business will be adversely affected

The market for information and network security solutions may not continue to grow. Continued growth of this market will depend, in large part, upon:

- the continued expansion of Internet usage and the number of organizations adopting or expanding intranets;
- the continued adoption of “cloud” infrastructure by organizations;
- the ability of the infrastructures implemented by organizations to support an increasing number of users and services;
- the continued development of new and improved services for implementation across the Internet and between the Internet and intranets;
- the adoption of data security measures as it pertains to data encryption and data loss prevention technologies;
- continued access to mobile API’s, APPs and application stores with Apple, Google and Microsoft;
- government regulation of the Internet and governmental and non-governmental requirements and standards with respect to data security and privacy; and

- economic, social, or political conditions, including conditions resulting from a decline in the macroeconomic environment, rising interest rates, exchange rate fluctuations, inflation, global pandemics such as the COVID-19 pandemic, global supply chain disruptions and conditions resulting from geopolitical uncertainty and instability or war, including the war and hostilities between Israel and Hamas and Israel and Hezbollah, the Russia-Ukraine armed conflict and the tension between China and Taiwan.

In the last few years, global and regional economies around the world and financial markets remained volatile as a result of a multitude of factors, including economic and political uncertainty, the war and hostilities between Israel and Hamas and Israel and Hezbollah, rising interest rates, inflation, terrorist groups in Yemen, which are threatening to limit the movement of marine shipments to Israel through the Red Sea, global pandemics such as COVID-19, the war in Ukraine, terrorism, governmental instability and other factors. During this period, many organizations limited their expenditures and a significant portion of such organizations have remained reluctant to increase expenditures. If challenging conditions continue or worsen, it may cause our customers to reduce or postpone their technology spending significantly, which could result in reductions in sales of our products, longer sales cycles, slower adoption of new technologies and increased price competition.

Further, if the necessary infrastructure or complementary products and services are not developed in a timely manner and, consequently, the enterprise security, data security, Internet or intranet markets fail to grow or grow more slowly than we currently anticipate, our business, results of operations and financial condition may be materially adversely affected. Additional details are provided in "Item 4 – Information on Check Point".

We may not be able to successfully compete, which could adversely affect our business and results of operations

The market for information and network security solutions is intensely competitive and we expect that competition will continue to increase in the future. Our competitors include Cisco Systems, Inc., Fortinet Inc., Palo Alto Networks, Inc. and SonicWall Inc. and other companies in the network security space. We also compete with several other companies, including Zscaler, Inc., Trellix, Trend Micro Inc., NortonLifeLock Inc., Lookout, Inc., Zimperium, Inc., CrowdStrike Holdings, Inc., SentinelOne, Inc., Sophos Group plc, Proofpoint, Inc., Broadcom, Inc. Mimecast Limited, Microsoft Corp., Wiz Ltd., and Netskope, Inc., with respect to specific products that we offer.

In addition, there are hundreds of small and large companies that offer security products and services that we may compete with from time to time.

Some of our current and potential competitors have various advantages over us, including longer operating histories; access to larger customer bases; significantly greater financial, technical and marketing resources; a broader portfolio of products, applications and services; and larger patent and intellectual property portfolios. As a result, they may be able to adapt better than we can to new or emerging technologies and changes in customer requirements, or to devote greater resources to the promotion and sale of their products. Furthermore, some of our competitors with more diversified product portfolios and larger customer bases may be better able to withstand a reduction in spending on information and network security solutions, as well as a general slowdown or recession in economic conditions in the markets in which they operate. In addition, some of our competitors have greater financial resources than we do, and they have offered, and in the future may offer, their products at lower prices than we do, or may bundle security products with their other offerings, which may cause us to lose sales or to reduce our prices in response to competition.

In addition, consolidation in the markets in which we compete may affect our competitive position. This is particularly true in circumstances where customers are seeking to obtain a broader set of products and services than we are able to provide.

The markets in which we compete also include many niche competitors, generally smaller companies at a relatively early stage of operations, which are focused on specific Internet and data security needs. These companies' specialized focus may enable them to adapt better than we can to new or emerging technologies and changes in customer requirements in their specific areas of focus. In addition, some of these companies can invest relatively large resources on very specific technologies or customer segments. The effect of these companies' activities in the market may result in price reductions, reduced gross margins and loss of market share, any of which will materially adversely affect our business, results of operations and financial condition.

Further, vendors of operating system software, networking hardware or central processing units, or CPUs, may enhance their products to include functionality that is currently provided by our products. The widespread inclusion of similar functionality to that which is offered by our solutions, as standard features of operating system software and networking hardware could significantly reduce the demand for our products, particularly if the quality of such functionality were comparable to that of our products. Furthermore, even if the network or application security functionality provided as standard features by operating systems software and networking hardware is more limited than that of our solutions, a significant number of customers may elect to accept more limited functionality in lieu of purchasing additional products.

We may not be able to continue competing successfully against our current and future competitors, and increased competition within the market may result in price reductions, reduced gross margins and operating margins, reduced net income, and loss of market share, any or all of which may materially adversely affect our business, results of operations and financial condition. For additional information, see “Item 4 – Information on Check Point”.

If we fail to enhance our existing products, develop or acquire new and more technologically advanced products, or fail to successfully commercialize these products, our business and results of operations will suffer

The information and network security industry is characterized by rapid technological advances, changes in customer requirements, frequent new product introductions and enhancements, and evolving industry standards in computer hardware and software technology. In particular, the markets for data security, Internet and intranet applications are rapidly evolving. As a result, we must continually change and improve our products in response to changes in operating systems, application software, computer and communications hardware, networking software, programming tools, and computer language technology. We must also continually change our products in response to changes in network infrastructure requirements, including the expanding use of cloud computing. Further, we must continuously improve our products to protect our customers’ data and networks from evolving security threats.

Our future results of operations will depend upon our ability to enhance our current products and to develop and introduce new products on a timely basis; to address the increasingly sophisticated needs of our customers; and to keep pace with technological developments, new competitive product offerings, and emerging industry standards. Our competitors’ introduction of products embodying new technologies and the emergence of new industry standards may render our existing products obsolete or unmarketable. While we have historically been successful in developing, acquiring, and marketing new products and product enhancements that respond to technological change and evolving industry standards, we may not be able to continue to do so. In addition, we may experience difficulties that could delay or prevent the successful development, introduction, and marketing of these products, as well as the integration of acquired products. Furthermore, our new products or product enhancements may not adequately meet the requirements of the marketplace or achieve market acceptance. In some cases, a new product or product enhancements may negatively affect sales of our existing products. If we do not respond adequately to the need to develop and introduce new products or enhancements of existing products in a timely manner in response to changing market conditions or customer requirements, our business, results of operations and financial condition may be materially adversely affected.

For additional information, see “Item 4 – Information on Check Point” and under the caption “We may not be able to successfully compete, which could adversely affect our business and results of operations” in this “Item 3 – Key Information – Risk Factors”.

We may need to change our pricing models to compete successfully

The intense competition we face in the sales of our products and services and general economic and business conditions can put pressure on us to change our prices. If our competitors offer deep discounts on certain products or services or develop products that the marketplace considers more valuable, we may need to lower prices or offer other favorable terms in order to compete successfully. Any such changes may reduce margins and could adversely affect results of operations. Additionally, the increasing prevalence of cloud and SaaS delivery models offered by us and our competitors may unfavorably impact pricing in both our on-premise enterprise software business and our cloud business, as well as overall demand for our on-premise software product and service offerings, which could reduce our revenues and profitability. Our competitors may offer lower pricing on their support offerings, which could put pressure on us to further discount our product or support pricing.

Our business, results of operations and financial condition are subject to the risks of earthquakes, fire, floods, pandemics such as COVID 19 pandemic and other natural events, as well as manmade problems such as power disruptions or terrorism or war; such as the war and hostilities between Israel and Hamas and Israel and Hezbollah have been and may continue to be adversely affected.

We operate our business primarily from Israel, we sell our products and have operations worldwide. For example, our headquarters in the United States, as well as certain of our research and development operations, are located in the Silicon Valley area of Northern California, a region known for seismic activity. We also have significant operations in other regions that have experienced natural disasters. A significant natural disaster occurring at our facilities in Israel or the United States or elsewhere, or where our channel partners are located, could have a material adverse impact on our business, results of operations and financial condition. In addition, acts of terrorism or war (including the war and hostilities between Israel and Hamas and Israel and Hezbollah and the significant military action against Ukraine launched by Russia and any related political or economic responses and counter-responses or otherwise by various global actors or general effect on the global economy) could cause disruptions to our or our customers’ businesses or the economy as a whole. Further, we rely on information technology systems to communicate among our workforce located worldwide. Any disruption to our internal communications, whether caused by a natural disaster, pandemics or by manmade problems, such as power disruptions or terrorism or war, could delay our research and development efforts. To the extent any of the foregoing causes disruptions or result in delays or cancellations of customer orders, our research and development efforts or the deployment of our products, our business and results of operations would be materially and adversely affected.

In addition, following the Russia-Ukraine armed conflict, the United States and other countries imposed economic sanctions and severe export control restrictions against Russia and Belarus, and the United States and other countries could impose wider sanctions and export restrictions and take other actions should the conflict further escalate, which affect our exports or sales into Russia and Belarus and create difficulties in business planning and forecasting due to the uncertainty of the impact of the war on aspects of our business, such as on our distributors, resellers and end-customers. Our efforts to comply with such measures may be costly and time consuming. We take precautions to ensure that we and our partners comply with all relevant sanctions-related regulations, any alleged or actual failure by us or our partners to comply with such laws and regulations could have negative consequences for us, including reputational harm, government investigations and penalties. The sanctions and other macroeconomic effects of the war may also result in the devaluation of the local currency and other inflationary effects.

Prolonged economic uncertainties or downturns, globally or in certain regions or industries, could materially adversely affect our business.

Our business depends on our current and prospective customers' ability and willingness to invest money in our products and security, which in turn is dependent upon their overall economic health and the strength of the broader macroeconomic environment. The negative economic conditions in the global economy or certain regions, including conditions resulting from financial and credit market fluctuations (including rising interest rates), exchange rate fluctuations, or inflation, and the potential for regional or global recessions could cause a decrease in corporate spending on cybersecurity software. Other matters that influence customer confidence and spending, such as, political unrest, public health crises, including global pandemic such as COVID-19, terrorist attacks, armed conflicts (such as the war and hostilities between Israel and Hamas and Israel and Hezbollah and the ongoing conflict between Russia and Ukraine), rising energy costs, and natural disasters, could also negatively affect our customers' spending on our products and services. The terrorist groups in Yemen, which are threatening to limit the movement of marine shipments to Israel through the Red Sea, and the armed conflict involving Russia and Ukraine has resulted in sanctions which restrict the selling of goods, services, or technology in affected regions. The instability in these regions could further exacerbate the macroeconomic impacts on a global scale.

Negative economic conditions may cause existing and prospective customers to reduce their spending. Customers may delay or cancel cybersecurity projects or seek to lower their costs by renegotiating renewals or maintenance and support agreements. Further, customers or channel partners may be more likely to refrain from making payments and/or make late payments in worsening economic conditions. If the economic conditions of the general economy or industries in which we operate continue to worsen from present levels, our business, results of operation and financial condition could be adversely affected.

If our products fail to protect against attacks and our customers experience security breaches, our reputation and business could be harmed

Hackers and other malevolent actors are increasingly sophisticated, often affiliated with organized crime and operate large scale and complex attacks. In addition, their techniques change frequently and generally are not recognized until launched against a target. If we fail to identify and respond to new and increasingly complex methods of attack and to update our products to detect or prevent such threats in time to protect our customers' high-value business data, our business and reputation will suffer.

In addition, an actual or perceived security breach or theft of the sensitive data of one of our customers, regardless of whether the breach is attributable to the failure of our products, could adversely affect the market's perception of our security products. Despite our best efforts, there is no guarantee that our products will be free of flaws or vulnerabilities, and even if we discover these weaknesses, we may not be able to correct them promptly, if at all. Our customers may also misuse our products, which could result in a breach or theft of business data.

Product defects may increase our costs and impair the market acceptance of our products and technology

Our products are complex and must meet stringent quality requirements. They may contain undetected hardware or software errors or defects, especially when new or acquired products are introduced or when new versions are released. In particular, the personal computer hardware environment is characterized by a wide variety of non-standard configurations that make pre-release testing for programming or compatibility errors very difficult and time-consuming. We may need to divert the attention of our engineering personnel from our research and development efforts to address instances of errors or defects.

Our products are used to deploy and manage Internet security and protect information, which may be critical to organizations. As a result, the sale and support of our products entails the risk of product liability and related claims. We do not know whether, in the future, we will be subject to liability claims or litigation for damages related to product errors, or will experience delays as a result of these errors. Our sales agreements and product licenses typically contain provisions designed to limit our exposure to potential product liability or related claims. In selling our products, we rely primarily on “shrink wrap” licenses that are not signed by the end user, and for this and other reasons, these licenses may be unenforceable under the laws of some jurisdictions. As a result, the limitation of liability provisions contained in these licenses may not be effective. Although we maintain product liability insurance for most of our products, the coverage limits of these policies may not provide sufficient protection against an asserted claim. If litigation were to arise, it could, regardless of its outcome, result in substantial expense to us, significantly divert the efforts of our technical and management personnel, and disrupt or otherwise severely impact our relationships with current and potential customers. In addition, if any of our products fail to meet specifications or have reliability, quality or compatibility problems, our reputation could be damaged significantly and customers might be reluctant to buy our products, which could result in a decline in revenues, a loss of existing customers, and difficulty attracting new customers.

We are subject to risks relating to acquisitions

We have made acquisitions in the past, including the acquisitions of Perimeter 81, Atmosec and rmsource in 2023, Spectral in 2022 and Avanan in 2021, and we may make additional acquisitions in the future. The pursuit of acquisitions may divert the attention of management and cause us to incur various expenses in identifying, investigating, and pursuing suitable acquisitions, whether or not they are consummated.

Competition within our industry for acquisitions of businesses, technologies, assets and product lines has been, and may in the future continue to be, intense. As such, even if we are able to identify an acquisition that we would like to consummate, we may not be able to complete the acquisition on commercially reasonable terms or because the target is acquired by another company. Furthermore, in the event that we are able to identify and consummate any future acquisitions, we could:

- issue equity securities which would dilute the current shareholders’ percentage of ownership;
- incur substantial debt;
- assume contingent liabilities; or
- expend significant cash.

These financing activities or expenditures could harm our business, results of operations and financial condition or the price of our ordinary shares. Alternatively, due to difficulties in the capital and credit markets, we may be unable to secure capital on acceptable terms, or at all, to complete acquisitions. In addition, we may not be able to integrate acquired personnel, operations, and technologies successfully or effectively manage the combined business following the completion of any future acquisition. Additionally, such integration may impact our revenue and operating results. We may also not achieve the anticipated benefits from the acquired businesses due to a number of factors, including:

- unanticipated costs or liabilities associated with the acquisition;
- incurrence of acquisition-related costs;
- diversion of management’s attention from other business concerns;
- harm to our existing business relationships with manufacturers, distributors and customers as a result of the acquisition;
- the potential loss of key employees;
- use of resources that are needed in other parts of our business;
- use of substantial portions of our available cash to consummate the acquisition; or
- unrealistic goals or projections for the acquisition.

Moreover, even if we do obtain benefits from acquisitions in the form of increased sales and earnings, there may be a delay between the time when the expenses associated with an acquisition are incurred and the time when we recognize such benefits.

We are dependent on a limited number of product families

Currently, we derive the majority of our revenues from sales of integrated appliances and Internet security products, as well as related revenues from security subscriptions and from software updates and maintenance. We expect that this concentration of revenues from a small number of product families will continue for the foreseeable future. Endpoint security products and associated software updates, maintenance, and security subscriptions represent an additional revenue source as well as our cloud initiatives. Our future growth depends heavily on our ability to effectively develop and sell new and acquired products as well as add new features to existing products. For more details, see “Item 4 – Information on Check Point” and “Item 5 – Operating and Financial Review and Prospects”.

Competition for highly skilled personnel is intense

We compete in a market marked by rapidly changing technologies and an evolving competitive landscape. In order for us to successfully compete and grow, we must attract, recruit, retain and develop personnel, at an appropriate cost, with requisite qualifications to provide expertise across the entire spectrum of our intellectual capital and business needs. In recent years, the industry has experienced record growth and activity and as a result, the high-tech industry in Israel has experienced significant levels of employee attrition and is currently facing a shortage of skilled human capital. Similar competition for highly skilled personnel exists in the U.S. and in other markets in which we operate. Failure to retain or attract qualified personnel, at an appropriate cost, could have a material adverse effect on our business, financial condition and results of operations.

Risks Related to Our Dependence on Third-Parties

We are dependent on a small number of distributors

We derive our sales primarily through indirect channels. During 2023, 2022 and 2021, we derived approximately 56%, 59% and 57%, respectively, of our sales from our ten largest distributors. In each of 2023, 2022 and 2021, our three largest distributors accounted for approximately 40%, of our sales. We expect that a small number of distributors will continue to generate a significant portion of our sales. Furthermore, there has been an industry trend toward consolidation among distributors, and we expect this trend to continue in the near future which could further increase our reliance on a small number of distributors for a significant portion of our sales. If these distributors reduce the amount of their purchases from us for any reason, including because they choose to focus their efforts on the sales of the products of our competitors, our business, results of operations and financial condition could be materially adversely affected.

Our future success is highly dependent upon our ability to establish and maintain successful relationships with our distributors. In addition, we rely on these entities to provide many of the training and support services for our products and equipment. Accordingly, our success depends in large part on the effective performance of these distributors. Recruiting and retaining qualified distributors and training them in our technology and products requires significant time and resources. Further, we have no minimum purchase commitments with any of our distributors, and our contracts with these distributors do not prohibit them from offering products or services that compete with ours. Our competitors may be effective in providing incentives to existing and potential distributors to favor their products or to prevent or reduce sales of our products. Our distributors may choose not to offer our products exclusively or at all. Our failure to establish and maintain successful relationships with distributors would likely materially adversely affect our business, results of operations and financial condition.

We purchase several key components and finished products from limited sources, and we are increasingly dependent on contract manufacturers for our hardware products.

Many components, subassemblies, and modules necessary for the manufacture or integration of our hardware products are obtained from a limited group of suppliers. The majority of our hardware is manufactured in Taiwan. Any increase in the tension between China and Taiwan, could adversely affect our manufacturing operations in Taiwan. Although we do not manufacture in China, some of our component parts are sourced from China. Our reliance on sole or limited suppliers, particularly foreign suppliers, and our reliance on subcontractors involves several risks, including a potential inability to obtain an adequate supply of required components, subassemblies, or modules and limited control over pricing, quality, and timely delivery of components, subassemblies or modules. Such risks could become exacerbated to the extent such suppliers and subcontractors are materially disrupted by quarantines, factory slowdowns or shutdowns and border closings, as well as travel restrictions such as those experienced in 2020 and 2021 due to the COVID-19 pandemic. For example, global supply chain disruptions in the first half of 2022 impacted the availability of raw products and resulted in prolonged shipping and delivery times. Availability of specific components continues to impact the global supply chain, mainly influencing on lead times. Demand is increasing supply requirements and the fast growing technology innovation can impact the availability and manufacturers' capacity. Any material supply chain disruption could negatively impact our business, financial condition and results of operations. Although we have been successful in the past, replacing suppliers may be difficult and it is possible it could result in an inability or delay in producing designated hardware products. Managing our supplier and contractor relationships is particularly difficult during time periods in which we introduce new products and during time periods in which demand for our products is increasing, especially if demand increases more quickly than we expect. We also have extended support contracts with these suppliers and have been dependent on their ability to perform over a period of years.

We incorporate third-party technology in our products, which may make us dependent on the providers of these technologies and expose us to potential intellectual property claims

Our products contain certain technology that we license from other companies. Third-party developers or owners of technologies may not be willing to enter into, or renew, license agreements with us regarding technologies that we may wish to incorporate in our products, either on acceptable terms or at all. If we cannot obtain licenses to these technologies, we may be at a disadvantage compared with our competitors who are able to license these technologies. In addition, when we do obtain licenses to third-party technologies that we did not develop, we may have little or no ability to determine in advance whether the technology infringes the intellectual property rights of others. In the event such third-party developers and owners are otherwise unable to provide such technology or services to us, our ability to provide our products and services could be disrupted. This includes mandated government shutdowns. Our suppliers and licensors may not be required or may not be able to indemnify us in the event that a claim of infringement is asserted against us, or they may be required to indemnify us only up to a maximum amount, above which we would be responsible for any further costs or damages. Any failure to obtain licenses to intellectual property or any exposure to liability as a result of incorporating third-party technology into our products could materially and adversely affect our business, results of operations and financial condition.

We rely on servers, cloud service providers and other third-party hardware, software and infrastructure to support our operations. The owners and operators of the data centers and cloud services with which we are engaged do not guarantee uninterrupted or error-free services. Problems faced by our third-party hosting providers, including technological or business-related disruptions, could adversely impact our business and results of operations.

Our servers, data centers and other facilities are also vulnerable to damage or interruption from fires, natural disasters, terrorist attacks, power loss, telecommunications failures, pandemics or similar catastrophic events. Disruptions to these servers or facilities could interrupt our ability to provide our products and services and materially adversely affect our business and results of operations.

Risks Related to Tax, Legal and Regulatory Matters

We are the defendants in various lawsuits and have been subject to tax disputes and governmental proceedings, which could adversely affect our business, results of operations and financial condition

As a global company we are subject to taxation in Israel, the United States and various other countries. We attempt to utilize an efficient operating model and accordingly to pay taxes based on the laws in the countries in which we operate. Nonetheless, various tax authorities in different parts of the world may disagree with our operating sale model. This may lead to disputes and to tax assessments, which can have a negative effect on our tax liabilities.

In addition, we are subject to the continuous examination by tax authorities around the world. It is possible that tax authorities may disagree with certain positions we have taken and any adverse outcome of such a review, investigation or audit could have a negative effect on our financial position and results of operations. We regularly assess the likelihood of adverse outcomes resulting from these examinations, and audits to determine the adequacy of our provision for income and other taxes, but the determination of our worldwide provision for income taxes and other tax liabilities requires significant judgment by management, and there are transactions where the ultimate tax determination is uncertain. Although we believe that our estimates are reasonable, the ultimate tax outcome may differ from the amounts recorded in our consolidated financial statements and may materially affect our financial results in the period or periods for which such determination is made. There can be no assurance that the outcomes from continuous examinations will not have an adverse effect on our business, financial condition and results of operations.

In particular, following audits of the Company's 2016 through 2020 corporate tax returns, the Israeli Tax Authority (the "ITA") issued in January 2023 orders for the years 2016 through 2019 challenging our positions on several issues, including matters such as our position to claim a tax credit made for foreign taxes withheld on income payments that was due to us outside of Israel, taxation of interest earned outside of Israel by a wholly-owned Singapore subsidiary which the ITA is seeking to tax in Israel and deductibility of expenses attributed to employee stock options. The ITA orders also contest our positions on various other issues. The ITA therefore demanded the payment of additional taxes in the aggregate amount of NIS 479 million (approximately \$132 million), not including an amount of NIS 421 million (approximately \$116 million) related to expenses that will be deductible in future years, with respect of these four tax years (these amounts include interest and indexation through December 31, 2023). We believe we have good arguments against these orders and on November 29, 2023, filed an appeal to the District Court of Tel Aviv against these orders.

In addition, the ITA has issued tax assessment for the 2020 tax year, presenting similar arguments as those in the orders for the tax years 2016-2019, in which it demanded the payment of additional taxes in the aggregate amount of NIS 84 million (approximately \$23 million), not including an amount of NIS 95 million (approximately \$26 million) related to expenses that will be deductible in future years, with respect to this year (these amounts include interest and indexation through December 31, 2023). On December 31, 2023 we submitted an initial stage tax appeal against the 2020 tax assessment to the ITA (the Company may appeal such order to the district court). There is no assurance that the ITA will accept our positions on the matters raised and, if it does not, the ITA may also issue an order with respect to the 2020 tax year.

We are the defendant in various other lawsuits, including employment-related litigation claims, construction claims and other legal proceedings in the normal course of our business. Litigation and governmental proceedings can be expensive, lengthy and disruptive to normal business operations, and can require extensive management attention and resources, regardless of their merit. While we currently intend to defend the aforementioned matters vigorously, we cannot predict the results of complex legal proceedings, and an unfavorable resolution of a lawsuit or proceeding could materially adversely affect our business, results of operations and financial condition. See also “Item 8 – Financial Information” under the caption “Legal Proceedings”.

Uncertainties in the interpretation and application of worldwide tax reforms, complex tax laws and regulations could materially affect our tax obligations and effective tax rate

On December 22, 2017, the U.S. enacted the Tax Cuts and Jobs Act (the “Tax Act”), which, among other provisions, beginning in 2022 eliminated the option to deduct research and development expenditures currently and required taxpayers to capitalize and amortize them over five or fifteen years. However, recently proposed tax legislation, if enacted, would restore the ability to deduct current U.S. research and development expenditures through 2025 and would retroactively restore this benefit for 2022 and 2023.

On August 16, 2022, Congress passed the Inflation Reduction Act of 2022. The tax provisions impose the newly introduced 15% corporate alternative minimum tax on large corporations with average annual financial statement income exceeding \$1 billion and 1% excise tax on stock repurchases, which are both effective January 1, 2023. While we do not anticipate that these changes should impact our consolidated financial position regarding our U.S. subsidiaries to which this may potentially apply, we will continue to monitor as new information and guidance becomes available.

The base erosion and profit shifting (“BEPS”) project undertaken by the OECD may have adverse consequences to our tax liabilities. The first pillar of BEPS’s project is focused on the allocation of taxing rights between countries for in-scope large multinational enterprises that sell goods and services into countries with minor or no local physical presence. We do not expect to be within the scope of this Pillar 1.

In December 2022, the Council of the EU (i.e., the EU Member States) unanimously adopted the Directive on BEPS’s Pillar 2 ensuring a global minimum level of taxation at the rate of 15% for multinational enterprise (MNE) groups and large-scale domestic groups, with an annual global turnover exceeding €750 million, in the Union (the Directive). In December 2022, the OECD also issued the Safe Harbours and Penalty Relief for the Pillar Two’s Rules. On February and on July 2023, the OECD issued Guidance on the application of Pillar Two Rules. EU Member States and other non EU countries enacted legislation to integrate the provisions of the Directive and Pillar Two Rules into their national laws by December 31, 2023 and the majority of those countries generally apply these provisions for fiscal years starting on or after December 31, 2023. Israel has not issued yet a proposed legislation to implement BEPS’s Pillar 2. It is anticipated that we would be impacted by the adoption of Pillar 2’s rules in the future, however it remains difficult to predict the magnitude of the effect of such new rules on our financial results. We are currently monitoring the local legislations in the relevant jurisdictions and awaiting further guidance and future local legislation expected to be enacted in Israel and its effective fiscal year to take into effect.

Indirect taxes including Digital Service tax (DST) measures as adopted unilaterally in certain countries could also adversely affect our tax obligations. These measures generally aim at securing taxation rights of the jurisdiction for the revenues/profits generated by the transnational e-commerce activities with customers who are resident in this specific jurisdiction. Current or future attempts to impose sales, income, or other taxes on commerce would likely increase the cost of doing business online and decrease the attractiveness of advertising and selling products over the internet, and could lead to significant increases in internal costs necessary to capture data and collect and remit taxes.

Additionally, we are subject to audit by taxing authorities in many jurisdictions, and tax laws may be interpreted differently by the competent tax authorities and courts, which could lead to an increase of our tax burden and increased costs to us to comply with new laws and interpretations thereof and tax auditors. New taxes or reporting obligations could also result in additional costs necessary to collect the data required to assess these taxes and to remit them to the relevant tax authorities or to comply with these reporting obligations.

Class action litigation due to stock price volatility or other factors could cause us to incur substantial costs and divert our management’s attention and resources

In the past, following periods of volatility in the market price of a public company’s securities, securities class action litigation has often been instituted against that company. Companies such as ours in the technology industry are particularly vulnerable to this kind of litigation as a result of the volatility of their stock prices. We have been named as a defendant in this type of litigation in the past. Any litigation of this sort in the future could result in substantial costs and a diversion of management’s attention and resources.

We are subject to governmental export and import controls that could subject us to liability or impair our ability to compete in international markets

Because we incorporate encryption technology into our products, certain of our products are subject to U.S. export controls and may be exported outside the U.S. only with the required export license or through an export license exception. If we were to fail to comply with U.S. export licensing requirements, U.S. customs regulations, U.S. economic sanctions, or other laws, we could be subject to substantial civil and criminal penalties, including fines, incarceration for responsible employees and managers, and the possible loss of export or import privileges. Obtaining the necessary export license for a particular sale may be time-consuming and may result in the delay or loss of sales opportunities. Furthermore, U.S. export control laws and economic sanctions prohibit the shipment of certain products to U.S. embargoed or sanctioned countries, governments, and persons. Even though we take precautions to ensure that we comply with all relevant regulations, any failure by us or any partners to comply with such regulations could have negative consequences for us, including reputational harm, government investigations, and penalties.

In addition, various countries regulate the import of certain encryption technology, including through import permit and license requirements, and have enacted laws that could limit our ability to distribute our products or could limit our end-customers' ability to implement our products in those countries. Changes in our products or changes in export and import regulations may create delays in the introduction of our products into international markets, prevent our end-customers with international operations from deploying our products globally or, in some cases, prevent or delay the export or import of our products to certain countries, governments, or persons altogether. Any change in export or import regulations, economic sanctions or related legislation, shift in the enforcement or scope of existing regulations, or change in the countries, governments, persons, or technologies targeted by such regulations, could result in decreased use of our products by, or in our decreased ability to export or sell our products to, existing or potential end-customers with international operations. Any decreased use of our products or limitation on our ability to export to or sell our products in international markets would likely adversely affect our business, financial condition, and results of operations.

Risks Related to Our Intellectual Property

We may not be able to successfully protect our intellectual property rights, which could cause substantial harm to our business

We seek to protect our proprietary technology by relying on a combination of statutory as well as common law copyright and trademark laws, trade secrets, confidentiality procedures and contractual provisions as indicated below in the section entitled "Proprietary Rights" in "Item 4 – Information on Check Point". We have certain patents in the United States and in several other countries, as well as pending patent applications. We cannot assure you that pending patent applications will be issued, either at all or within the scope of the patent claims that we have submitted. In addition, someone else may challenge our patents and these patents may be found invalid. Furthermore, others may develop technologies that are similar to or better than ours, or may work around any patents issued to us. Despite our efforts to protect our proprietary rights, others may copy aspects of our products or obtain and use information that we consider proprietary. In addition, the laws of some foreign countries do not protect our proprietary rights to the same extent as the laws of the United States and Israel. Our efforts to protect our proprietary rights may not be adequate and our competitors may independently develop technology that is similar to our technology.

In addition to patents, we rely on trade secret and other rights to protect our unpatented proprietary intellectual property and technology. Despite our efforts to protect our proprietary technologies and our intellectual property rights, unauthorized parties, including our employees, consultants, service providers or customers, may attempt to copy aspects of our products or obtain and use our trade secrets or other confidential information. We generally enter into confidentiality agreements with our employees, consultants, and other service providers, and generally limit access to and distribution of our proprietary information and proprietary technology through certain procedural safeguards. These agreements and arrangements may not effectively prevent unauthorized use or disclosure of our intellectual property or technology and may not provide an adequate remedy in the event of unauthorized use or disclosure of our intellectual property or technology. We cannot be certain that the steps taken by us will prevent misappropriation of our intellectual property or technology or infringement of our intellectual property rights.

If we are unable to secure, protect and enforce our intellectual property rights, such failure could harm our brand and adversely impact our business, financial condition and results of operations.

We incorporate open source technology in our products which may expose us to liability and have a material impact on our product development and sales

Some of our products utilize open source technologies. These technologies are licensed to us under varying license structures, including the General Public License. If we have improperly used, or in the future improperly use, software that is subject to such licenses with our products in such a way that our software becomes subject to the General Public License, we may be required to disclose our own source code to the public. This could enable our competitors to eliminate any technological advantage that our products may have over theirs. Any such requirement to disclose our source code or other confidential information related to our products could materially and adversely affect our competitive position and impact our business, results of operations and financial condition.

If a third-party asserts that we are infringing its intellectual property, whether successful or not, it could subject us to costly and time-consuming litigation or expensive licenses, which could harm our business

There is considerable patent and other intellectual property development activity in our industry. Our success depends, in part, upon our ability not to infringe upon the intellectual property rights of others. Our competitors, as well as a number of other entities and individuals, own or claim to own intellectual property relating to our industry. From time to time, third parties have brought, and continue to bring, claims that we are infringing upon their intellectual property rights, and we may be found to be infringing upon such rights. In addition, third-parties have in the past sent us correspondence claiming that we infringe upon their intellectual property, and in the future we may receive claims that our products infringe or violate their intellectual property rights. Furthermore, we may be unaware of the intellectual property rights of others that may cover some or all of our technology or products. Any claims or litigation could cause us to incur significant expenses and, if successfully asserted against us, could require that we pay substantial damages or royalty payments, prevent us from selling our products, or require that we comply with other unfavorable terms. In addition, we may decide to pay substantial settlement costs and/or licensing fees in connection with any claim or litigation, whether or not successfully asserted against us. Even if we were to prevail, any disputes or litigation regarding intellectual property matters could be costly and time-consuming and divert the attention of our management and key personnel from our business operations. As such, third-party claims with respect to intellectual property may increase our cost of goods sold and operating expenses, reduce the sales of our products, and may have a material and adverse effect on our business.

Due to the global nature of our business, we must comply with various anti-bribery regimes and any failure to do so could adversely affect our business

The global nature of our business creates various domestic and local regulatory challenges. The U.S. Foreign Corrupt Practices Act of 1977, as amended (the “FCPA”), the U.K. Bribery Act 2010 (the “U.K. Bribery Act”), and similar anti-bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments to foreign government officials and other persons for the purpose of obtaining or retaining business. In addition, companies are required to maintain records that accurately and fairly represent their transactions and have an adequate system of internal accounting controls. Further, changes in laws could result in increased regulatory requirements and compliance costs which could adversely affect our business, financial condition and results of operations.

As a result, we are exposed to a risk of violating anti-bribery laws in the countries where we operate. Although we have internal policies and procedures, including a code of ethics and proper business conduct, reasonably designed to promote compliance with anti-bribery laws, we cannot assure that our employees or other agents will not engage in prohibited conduct and render us responsible under the FCPA, the U.K. Bribery Act or any similar anti-bribery laws in other jurisdictions. If we are found to be in violation of the FCPA, the U.K. Bribery Act or other anti-bribery laws (either due to acts or inadvertence of our employees, or due to the acts or inadvertence of others), we could suffer criminal or civil penalties or other sanctions, which could have a material adverse effect on our business, results of operations, cash flows, financial condition, reputation and ability to win future business or maintain existing contracts.

Other General Risks and Risks Related to the Ownership of Our Ordinary Shares

We are exposed to various legal, business, political, economic, health-related and other risks associated with our international operations; these risks could increase our costs, reduce future growth opportunities and affect our results of operations

We operate our business primarily from Israel, we sell our products worldwide, and we generate a significant portion of our revenue outside the United States. We intend to continue to expand our international operations, which will require significant management attention and financial resources. In order to continue to expand worldwide, we will need to establish additional operations, hire additional personnel and recruit additional channel partners internationally. To the extent that we are unable to do so effectively, our growth is likely to be limited and our business, results of operations and financial condition may be materially adversely affected.

Our international sales and operations subject us to many potential risks inherent in international business activities, including, but not limited to:

- technology import and export license requirements;
- costs of localizing our products for foreign countries, and the lack of acceptance of localized products in foreign countries;
- varying economic and political instability or war, including the war and hostilities between Israel and Hamas and Israel and Hezbollah and the significant military action against Ukraine launched by Russia;

- potential tariffs, sanctions, fines or other trade restrictions, including any political or economic responses and counter-responses or otherwise by various global actors to the significant military action against Ukraine launched by Russia;
- imposition of or increases in tariffs or other payments on our revenues in these markets;
- greater difficulty in protecting intellectual property;
- difficulties in managing our overseas subsidiaries and our international operations;
- economic, social, or political conditions, including conditions resulting from a decline in the macroeconomic environment, rising interest rates, exchange rate fluctuations and inflation;
- political instability and civil unrest which could discourage investment and complicate our dealings with governments;
- widespread health emergencies or pandemics, such as the COVID-19 pandemic;
- difficulties in complying with a variety of foreign laws and legal standards and changes in regulatory requirements;
- expropriation and confiscation of assets and facilities;
- difficulties in collecting receivables from foreign entities or delayed revenue recognition;
- recruiting and retaining talented and capable employees;
- differing labor standards;
- increased tax rates;
- potentially adverse tax consequences, including taxation of a portion of our revenues at higher rates than the tax rate that applies to us in Israel;
- fluctuations in currency exchange rates and the impact of such fluctuations on our results of operations and financial position; and
- the introduction of exchange controls and other restrictions by foreign governments.

These difficulties could cause our revenues to decline, increase our costs or both. This is also specifically tied to currency exchange rates which have an impact on our financial statements based on currency rate fluctuations.

Our actual or perceived failure to adequately protect personal data could subject us to sanctions and damages and could harm our reputation and business

A variety of state, national, foreign, and international laws and regulations apply to the collection, use, retention, protection, disclosure, transfer, and other processing of personal data. These privacy and data protection related laws and regulations, as demonstrated by the examples below, continue to evolve. New or modified laws and regulations are proposed and implemented frequently and existing laws and regulations subject to new or different interpretations. Compliance with these laws and regulations can be costly and can delay or impede the development and offering of new products and services.

For example, the General Data Protection Regulation (“GDPR”) (which is applicable in both the EU and the UK), imposes stringent requirements for data processors and controllers. Such requirements include amongst other things, obligations to: i) provide data subjects with fulsome disclosures about the processing of personal information; ii) adhere to reasonable data retention limits; iii) comply with deletion requirements and requests; iv) comply with mandatory notification requirements in the case of a data breach and v) adhere to elevated standards regarding valid consent in some specific cases of data processing and vi) comply with stringent data transfer obligations (which have, since 2020, become more challenging to address). The GDPR also includes potentially severe penalties for failure to comply, inter alia, a fine up to 20 million Euros or up to 4% of the annual worldwide turnover, whichever is greater, which can be imposed. Compliance with these stringent requirements on privacy user notifications and data handling (both as they apply to us but also our customers) could increase our financial risk exposure, require us to adapt our business in order to comply with the GDPR requirements and incur additional costs.

Additionally, the United States has various privacy laws and its fragmented regulations increase the burden of compliance. In California, the California Consumer Privacy Act (“CCPA”) provides data privacy rights for consumers and privacy related operational requirements for companies. California voters also passed the California Privacy Rights Act (“CPRA”) into law on November 3, 2020, which became effective on January 1, 2023. The CPRA, amongst other things, added new privacy rights and increased regulation on online advertising. Additionally, the CCPA and CPRA, and other legal and regulatory changes are making it easier for certain individuals to opt-out of having their personal data processed and disclosed to third parties through various opt-out mechanisms, which could result in an increase to our operational costs to ensure compliance with such legal and regulatory changes. The CCPA has prompted additional U.S. states to adopt privacy laws, including laws in Virginia, Colorado, Utah, and Connecticut that became effective in 2023, Texas, Montana, Oregon, and Florida that will become effective in 2024, Delaware, Iowa, New Jersey, and Tennessee that will become effective in 2025, and Indiana that will become effective in 2026. Broad federal privacy legislation has also been proposed.

Other jurisdictions have also enacted and strengthened data protection laws, which have increased the cost of complying with them for businesses. In Latin America, Brazil's Lei Geral de Proteção de Dados (LGPD), one of the most impactful data protection laws in Latin America, came into force in August 2020 although the penalties provided by the law did not become enforceable until August 2021. The LGPD is largely aligned to the GDPR. In China, Personal Information Protection Law of the People's Republic of China ("PIPL") took effect on November 1, 2021. The PIPL has parallels with the GDPR given that it has extra-territorial effect, applying to data processing activities in China and outside of China in certain circumstances. In Australia, the Privacy Legislation Amendment (Enforcement and Other Measures) Bill 2022 was passed on November 28, 2022 and entered into force on December 13, 2022. This law enhances the sanctions and the maximum penalty is the greater of: (i) \$50 million AUD; (ii) three (3) times the value of the benefit derived by the company from the breach; or (iii) 30% of the company's adjusted turnover (if the value of the benefit cannot be derived).

Our actual or alleged failure to comply with applicable laws and regulations, relating to the processing and protection of personal data, could result in enforcement actions, significant penalties imposed by a regulator or data subject or other legal action against us or our customers or suppliers, which could result in negative publicity, increased operating costs, and damages, financial penalties and other liabilities, all of which could have a material adverse effect on our business and results of operations.

Compliance with new and changing corporate governance and public disclosure requirements adds uncertainty to our compliance policies and increases our costs of compliance

Changing laws, regulations and standards relating to accounting, corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 ("Dodd-Frank"), new SEC regulations, amendments to the Israeli Companies Law and Nasdaq Global Select Market rules are creating increased compliance costs and uncertainty for companies like ours. These new or changed laws, regulations and standards may lack specificity and are subject to varying interpretations. The implementation of these laws and their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs of compliance as a result of ongoing revisions to such governance standards.

In addition, continuing compliance with Section 404 of the Sarbanes-Oxley Act of 2002 and the related regulations regarding our required assessment of our internal control over financial reporting requires the commitment of significant financial and managerial resources and the report of an independent registered public accounting firm on the Company's internal control over financial reporting.

In connection with our Annual Report for fiscal 2023, our management assessed our internal control over financial reporting, and determined that our internal control over financial reporting was effective as of December 31, 2023, and our independent auditors have expressed an unqualified opinion over the effectiveness of our internal control over financial reporting as of December 31, 2023. However, we will undertake management assessments of our internal control over financial reporting in connection with each annual report, and any deficiencies uncovered by these assessments or any inability of our auditors to issue an unqualified report could harm our reputation and the price of our ordinary shares.

A small number of shareholders own a substantial portion of our ordinary shares, and they may make decisions with which you or others may disagree

As of February 29, 2024, our directors and executive officers owned approximately 22.4% of the voting power of our outstanding ordinary shares, or 26.2% of our outstanding ordinary shares if the percentage includes options currently exercisable or exercisable within 60 days of February 29, 2024 and RSUs and PSUs vesting within 60 days of February 29, 2024. The interests of these shareholders may differ from your interests and present a conflict. If these shareholders act together, they could exercise significant influence over our operations and business strategy. For example, although these shareholders hold considerably less than a majority of our outstanding ordinary shares, they may have sufficient voting power to influence matters requiring approval by our shareholders, including the election and removal of directors and the approval or rejection of mergers or other business combination transactions. In addition, this concentration of ownership may delay, prevent or deter a change in control, or deprive a shareholder of a possible premium for its ordinary shares as part of a sale of our company.

Our cash balances and investment portfolio have been, and may continue to be, adversely affected by market conditions and interest rates

We maintain substantial balances of cash and liquid investments, for purposes of general corporate purposes, which may include acquisitions, share repurchases and other purposes. Our cash, cash equivalents, short-term bank deposits and fixed-income marketable securities totaled \$2,960 million as of December 31, 2023. The performance of the debt capital markets affects the market values of funds that are held in marketable securities. These assets are subject to price fluctuations, changes in interest rates and credit spreads, market liquidity and various other factors, including, without limitation, rating agency upgrades / downgrades that may impair some or all of their value, or unexpected changes in the financial markets' healthiness worldwide.

We expect that market conditions will continue to fluctuate and the fair value of our investments may be affected accordingly. Moreover, in case we would like to liquidate some of our investments into cash – we are dependent on market conditions and liquidity opportunities, which may be impacted by economic, social, or political conditions, including, without limitation, conditions resulting from a decline in the macroeconomic environment, rising interest rates, exchange rate fluctuations, inflation, global pandemics such as the COVID-19 pandemic, global supply chain disruptions and conditions resulting from geopolitical uncertainty and instability or war, including the war and hostilities between Israel and Hamas and Israel and Hezbollah and the significant military action against Ukraine launched by Russia.

Financial income is an important component of our net income. The outlook for our financial income is dependent on many factors, some of which are beyond our control, and they include the future direction of interest rates, foreign exchange rates, amount of any share repurchases, acquisitions that we may execute and the amount of cash flows from operations that are available for investment. We rely on third-party money managers to manage the majority of our investment portfolio in a risk-controlled framework and subject to our investment policy. Our investment portfolio is invested primarily in fixed-income securities and short-term bank deposits, and is affected primarily by changes in interest rates and credit spreads. Interest rates are highly sensitive to many factors, including governmental monetary policies and domestic and international economic and political conditions, such as the war and hostilities between Israel and Hamas and Israel and Hezbollah and the significant military action against Ukraine launched by Russia and any related political or economic responses and counter-responses or otherwise by various global actors or general effect on the global economy. Any significant decline in our financial income or the value of our investments due to changes in interest rates, interest rate expectations, credit spreads, deterioration in the credit rating of the securities in which we have invested, or general market conditions, could have an adverse effect on our results of operations and financial condition.

We generally buy and hold our fixed income securities, while limiting credit risk by setting a maximum concentration limit per issuer as well as setting minimum credit rating requirement. Our fixed income investment portfolio consists primarily of government bonds, securities issued by government agencies and corporate debentures. Although we believe that we generally adhere to conservative investment guidelines, a turmoil in the financial markets may result in impairments of the carrying value of our investment assets. We classify our investments in fixed maturity securities as available-for-sale. Changes in the fair value of investments classified as available-for-sale are not recognized as income during the period, but rather are recognized as a separate component of equity until realized. Realized losses in our investments portfolio may adversely affect our financial position and results. Had we reported the cumulative changes in the fair value of our fixed income securities as part of our income, our reported net income for the year ended December 31, 2023, would have decreased by \$40 million.

Currency fluctuations may affect the results of our operations or financial condition

Our functional and reporting currency is the U.S. dollar. We generate a majority of our revenues and expenses in U.S. dollars. In 2023, we incurred approximately 47% of our expenses in foreign currencies, primarily Israeli Shekels and Euros. As such, changes in exchange rates may have a material adverse effect on our business, results of operations and financial condition. The exchange rates between the U.S. dollar and certain foreign currencies have fluctuated substantially in recent years and may continue to fluctuate substantially in the future. We expect that a majority of our revenues will continue to be generated in U.S. dollars for the foreseeable future and that a significant portion of our expenses, including payroll related costs, as well as capital and operating expenditures, will continue to be denominated in the currencies referred to above. The results of our operations may be adversely affected in relation to foreign exchange fluctuations. During 2023, we entered into forward contracts to hedge against some of the risk of foreign currency exchange rates fluctuations resulting in changes in future cash flow from payments of payroll and related expenses denominated in Israeli Shekels and Euros. As of December 31, 2023, our total outstanding forward contracts that hedge against these fluctuations in foreign currency exchange rates were \$207 million.

In addition, we entered into forward contracts to hedge the impact of fluctuations in exchange rates on assets and liabilities denominated in Israeli Shekels and other currencies. As of December 31, 2023, the total amount of outstanding forward contracts that did not qualify for hedge accounting, was \$242 million. We may use derivative financial instruments, such as foreign exchange forward contracts, put and call options, and others, to mitigate the risk of fluctuations changes in foreign exchange rates on assets, cash flows receivables and payables denominated in certain currencies. We may not be able to purchase derivative instruments adequate to fully protect us from foreign currency exchange risks.

Additionally, our hedging activities may also generate losses as a result of volatility in foreign currency markets. If foreign exchange markets continue to be volatile, such fluctuations in foreign exchange rates could materially and adversely affect our profit margins and results of operations in future periods. Also, the volatility in the foreign exchange markets may make it difficult to hedge our foreign currency exposures effectively.

The imposition of exchange or price controls or other restrictions on the conversion of foreign currencies could also have a material adverse effect on our business, results of operations and financial condition.

Changes in foreign exchange rates around the globe, could have an adverse impact on our business and results of operations. These changes may have an impact on some of our expenses which are paid in local currencies (non US dollar), as well as an impact on our non-US customers which have their financials in non-US dollar currencies.

Our information technology systems, networks and products and services have been, and may continue to be, subject to various security threats

Our information technology systems, networks, products, and services may be subject to various security threats or cybersecurity incidents, including from computer malware, ransomware, viruses, social engineering (including phishing attacks), denial of service or other attacks, human error, employee theft or misuse and general hacking. For example, we regularly face attempts by others to gain unauthorized access, or to introduce malicious software to our information technology systems. Additionally, malicious hackers have attempted and in the future likely will attempt to gain unauthorized access to, or sabotage, take control of or otherwise corrupt, our information technology systems, networks, processes, products and services. We are also a target of attempts to gain access to our network or data centers or those of our customers or end users, steal proprietary information related to our business, products, services, employees, and customers, or interrupt our information technology systems or networks or those of our customers or others. We may also be subject to increasing risks in connection with geopolitical events and conflicts, such as the Russia-Ukraine and Hamas-Israel conflicts, including risks of a security breach or incident, ransomware, destructive malware, and distributed denial-of-service attacks, as well as fraud, spam and fake accounts, cyber-attacks or other threats or illegal activity. Additionally, with many of our employees continuing to work remotely, we face an increased risk of attempted security breaches and incidents. To date, no intrusions or attempts at gaining unauthorized access to our information technology systems, networks, and products and services that we have identified have resulted in any material adverse impact to our business or operations.

We also have incorporated machine learning and other artificial intelligence technologies into aspects of our products, services, and business, and may continue to incorporate additional artificial technologies into our offerings and otherwise in our business and operations in the future. The use of artificial intelligence technologies may create additional cybersecurity risks or increase cybersecurity risks, and may result in security breaches or incidents. Further, there are risks in the ongoing development in how we use artificial intelligence and machine learning technologies associated with inaccurate, biased or otherwise poor quality data and/or potential violation of laws or contracts and/or potential breach of intellectual property rights. Further, artificial intelligence technologies may be used in connection with certain cybersecurity attacks, resulting in heightened risks of security breaches and incidents.

There also have been and may continue to be significant supply chain attacks (such as the attacks resulting from vulnerabilities in SolarWinds Orion and other widely-used software and technology infrastructure) and we cannot guarantee that our or our third-party providers' systems have not been breached or compromised or that they do not contain exploitable defects, vulnerabilities, or bugs that could result in a security breach or incident of or impacting, or other disruption to, our information technology systems, networks, products or services, or those of third parties that support us and our platform. We have taken steps to protect our information technology systems, networks and products and services, but our security measures or those of our customers or third-party service providers could be insufficient and breached or otherwise compromised or disrupted, including as a result of third-party action, employee, customer or user errors, technological limitations, defects or vulnerabilities, malfeasance, fraud or malice on the part of employees or third parties, including state-sponsored organizations with significant financial and technological resources, or from failures in technological resources, failures to comply with policies or otherwise. We have been, and may in the future be, impacted by these threats and our internal controls and operations regarding security may not be effective in eliminating the risk of compromise of our information technology systems or networks or our products or services.

For example, we have been impacted by security incidents of widely trusted third-party software and technology infrastructure, such as the SolarWinds Orion incident in December 2020. We received an inquiry from the SEC relating to our use of SolarWinds Orion software and our public disclosures relating to such software in light of access obtained to a limited testing environment of ours as a result of one or more vulnerabilities in such software, which we believed was immaterial. We have cooperated with the inquiry and are engaged in settlement discussions with the SEC relating to these matters. We believe that any payment to the SEC in connection with such settlement would not have a material impact on our results, operations or financial condition. Further, the matter does not implicate any historical financial statements we have filed with the SEC. There is no assurance that the matter will eventually be settled under the terms currently being discussed or at all, and any settlement would be subject to approval by the SEC Commissioners.

While we seek to prevent, detect and investigate unauthorized attempts, attacks and other threats against our information technology systems, network and products and services, we remain at risk to additional known or unknown threats. Any actual or perceived security breach or incident impacting us, our third-party service providers, or our customers or users, whether successful or unsuccessful, could result in reputational harm, governmental inquiries, investigations or other proceedings, penalties and significant costs, including those related to, for example, rebuilding internal systems, reduced inventory value, providing modifications to our products and services, defending against litigation, responding to regulatory inquiries or actions, paying damages, or taking other remedial steps, all of which could damage our reputation and reduce demand for our products and services. Further, we may be required or otherwise find it appropriate to expend significant resources, adapt our business activities and practices, or modify our operations or information technology in an effort to protect against security incidents and to mitigate, detect and remediate vulnerabilities, whether in connection with an actual or perceived security breach or incident or otherwise.

We cannot be certain that our insurance coverage will be adequate for data security liabilities incurred and, that it will cover any indemnification claims against us relating to any incident, that insurance will continue to be available to us on economically reasonable terms, or at all, or that any insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, including our financial condition, operating results, and reputation.

We depend on our executive officers and other key employees, and the loss of one or more of these employees or an inability to attract and retain other highly skilled employees could adversely affect our business.

Our success depends largely upon the continued services of our executive officers and other key employees. There have been changes in the past, and there may be changes in the future, to our executive management team resulting from the hiring or departure of executives, which could disrupt our business. For example, we recently announced that our Founder and Chief Executive Officer, Gil Shwed, intends to transition into the role of Executive Chairman. This change will allow Gil Shwed to focus on company strategy in his new capacity as Executive Chairman, and will allow more capacity and business focus for the new Chief Executive Officer to come. We have initiated a search process to identify the next Chief Executive Officer. Mr. Shwed will assume the role of Executive Chairman once the new Chief Executive Officer is appointed.

The loss of one or more of our executive officers or other key employees could adversely affect our business. Changes in our executive management team may also cause disruptions in, and adverse impacts to, our business. We are currently conducting a Chief Executive Officer search and may not be successful in identifying an appropriate candidate in a reasonable amount of time. We also may not be able to successfully navigate the leadership changes while maintaining key aspects of our culture, which could have a significant negative effect on our existing business and our ability to pursue future plans.

Risks Related to Our Operations in Israel

The ongoing war and other potential political, economic and military instability in Israel, where our principal executive offices and our principal research and development facilities are located, may adversely affect our results of operations

We are incorporated under the laws of the State of Israel, and our principal executive offices and principal research and development facilities are located in Israel. Accordingly, political, economic and military conditions in and surrounding Israel may directly affect our business. Since the State of Israel was established in 1948, a number of armed conflicts have occurred between Israel and its Arab neighbors. Terrorist attacks and hostilities within Israel; the hostilities between Israel and Hezbollah and between Israel and Hamas; as well as tensions between Israel and Iran, have also heightened these risks.

In October 2023, Hamas terrorists infiltrated Israel's southern border from the Gaza Strip and conducted a series of attacks on civilian and military targets. Hamas also launched extensive rocket attacks on Israeli population and industrial centers located along Israel's border with the Gaza Strip and in other areas within the State of Israel. These attacks resulted in extensive deaths, injuries and kidnapping of civilians and soldiers. Following the attack, Israel's security cabinet declared war against Hamas and a military campaign against these terrorist organizations commenced in parallel to their continued rocket and terror attacks. Following the attack by Hamas on Israel's southern border, Hezbollah in Lebanon has also launched missile, rocket, and shooting attacks against Israeli military sites, troops, and Israeli towns in northern Israel. In response to these attacks, the Israeli army has carried out a number of targeted strikes on sites belonging to Hezbollah in southern Lebanon.

The intensity and duration of Israel's current war against Hamas is difficult to predict, as are such war's economic implications on our business and operations and on Israel's economy in general. Our principal place of business is located in Tel Aviv, Israel, which is approximately 40 miles from the nearest point of the border with the Gaza Strip. There can be no assurance that attacks launched from the Gaza Strip will not reach our facilities, which could result in a significant disruption of our business. Further, these events may be intertwined with wider macroeconomic indications of a deterioration of Israel's economic standing, that may involve an additional downgrade in Israel's credit rating by rating agencies (such as the recent downgrade by Moody's of its credit rating of Israel from A1 to A2, as well as the downgrade of its outlook rating from "stable" to "negative"), which may have an adverse effect on the Company and our ability to effectively conduct our operations.

In addition, Israel faces threats from more distant neighbors, in particular, Iran which has threatened to attack Israel, may be developing nuclear weapons and has targeted cyber-attacks against Israeli entities, and terrorist groups in Yemen, which are threatening to limit the movement of marine shipments to Israel through the Red Sea. Any hostilities involving Israel, a significant increase in terrorism or the interruption or curtailment of trade between Israel and its present trading partners, a potential boycott of any Israeli products, or a significant downturn in the economic or financial condition of Israel, could materially adversely affect our operations. Ongoing and revived hostilities or other Israeli political or economic factors could materially adversely affect our business, results of operations and financial condition. In addition, there have been increased efforts by activists to cause companies and consumers to boycott Israeli goods based on Israeli government policies. Such actions, particularly if they become more widespread, may adversely impact our ability to sell our products.

Our commercial insurance does not cover losses that may occur as a result of events associated with war and terrorism. Although the Israeli government currently covers the reinstatement value of direct damages that are caused by terrorist attacks or acts of war, we cannot be certain that such government coverage will be maintained or that it will sufficiently cover our potential damages.

Uprisings and armed conflicts in various countries in the Middle East and North Africa are affecting the political stability of those countries. This instability may lead to deterioration of the political and trade relationships that exist between Israel and these countries. In addition, this instability may affect the global economy and marketplace, including as a result of changes in oil and gas prices.

As of beginning of 2023, there has been political tension in Israel due to the government's intent to pursue a reform in Israel's judicial system. This has prompted protests in Israel and triggered a considerable political debate. The proposed legislation has not become effective and its scope has not been fully determined. At this stage we cannot assess the potential business impact of these developments and their likely effect on our business, results of operation, and financial condition.

Our operations may be disrupted by the obligations of our personnel to perform military service

Many of our employees in Israel are obligated to perform annual military reserve duty in the Israel Defense Forces, in the event of a military conflict, could be called to active duty. Our operations could be disrupted by the absence of a significant number of our employees related to military service or the absence for extended periods of military service of one or more of our key employees. Military service requirements for our employees could materially adversely affect our business, results of operations and financial condition.

Since the war with the Hamas began on October 7, 2023, the Israel Defense Force (IDF) has called up more than 350,000 of its reserve forces to serve. Our employees who are potentially subject to military service in the IDF constitute up to 7% of our total workforce.

The tax benefits available to us require us to meet several conditions, and may be terminated or reduced in the future, which would increase our taxes

For the year ended December 31, 2023, our effective tax rate was 14%. We have benefited or currently benefit from a variety of government programs and tax benefits that generally carry conditions that we must meet in order to be eligible to obtain any benefit. Our tax expenses and the resulting effective tax rate reflected in our financial statements may increase over time as a result of changes in corporate income tax rates, other changes in the tax laws of the countries in which we operate or changes in the mix of countries where we generate profit.

If we fail to meet the conditions upon which certain favorable tax treatment is based, we would not be able to claim future tax benefits and could be required to refund tax benefits already received.

Any of the following could have a material effect on our overall effective tax rate:

- Some programs may be discontinued,
- We may be unable to meet the requirements for continuing to qualify for some programs,
- These programs and tax benefits may be unavailable at their current levels, or

- We may be required to refund previously recognized tax benefits if we are found to be in violation of the stipulated conditions.

Additional details are provided in “Item 5 – Operating and Financial Review and Products” under the caption “Taxes on income”, in “Item 10 – Additional Information” under the caption “Israeli taxation, foreign exchange regulation and investment programs” and in Note 11 to our Consolidated Financial Statements.

Your rights and responsibilities as a shareholder are, and will continue to be, governed by Israeli law which differs in some material respects from the rights and responsibilities of shareholders of U.S. companies

The rights and responsibilities of the holders of our ordinary shares are governed by our articles of association and by Israeli law. These rights and responsibilities differ in some material respects from the rights and responsibilities of shareholders in U.S.-based corporations. In particular, a shareholder of an Israeli company has a duty to act in good faith and in a customary manner in exercising its rights and performing its obligations towards the company and other shareholders, and to refrain from abusing its power in the company, including, among other things, in voting at a general meeting of shareholders on matters such as amendments to a company’s articles of association, increases in a company’s authorized share capital, mergers and acquisitions and related party transactions requiring shareholder approval. In addition, a shareholder who is aware that it possesses the power to determine the outcome of a shareholder vote or to appoint or prevent the appointment of a director or executive officer in the company has a duty of fairness toward the company. There is limited case law available to assist in understanding the nature of this duty or the implications of these provisions. These provisions may be interpreted to impose additional obligations and liabilities on holders of our ordinary shares that are not typically imposed on shareholders of U.S. corporations.

Provisions of Israeli law and our articles of association may delay, prevent or make difficult an acquisition of us, prevent a change of control, and negatively impact our share price

Israeli corporate law regulates acquisitions of shares through tender offers and mergers, requires special approvals for transactions involving directors, officers or significant shareholders, and regulates other matters that may be relevant to these types of transactions. Furthermore, Israeli tax considerations may make potential acquisition transactions unappealing to us or to some of our shareholders. For example, Israeli tax law may subject a shareholder who exchanges his or her ordinary shares for shares in a foreign corporation, to taxation before disposition of the investment in the foreign corporation. These provisions of Israeli law may delay, prevent or make difficult an acquisition of our company, which could prevent a change of control and, therefore, depress the price of our shares.

In addition, our articles of association contain certain provisions that may make it more difficult to acquire us, such as the provision which provides that our board of directors may issue preferred shares. These provisions may have the effect of delaying or deterring a change in control of us, thereby limiting the opportunity for shareholders to receive a premium for their shares and possibly affecting the price that some investors are willing to pay for our securities.

Additional details are provided in “Item 10 – Additional Information” under the caption “Articles of Association and Israeli Companies Law – Anti-takeover measures”.

As a foreign private issuer we are not subject to the provisions of Regulation FD or U.S. proxy rules and are exempt from filing certain Exchange Act reports

As a foreign private issuer, we are exempt from a number of requirements under U.S. securities laws that apply to public companies that are not foreign private issuers. In particular, we are exempt from the rules and regulations under the Exchange Act related to the furnishing and content of proxy statements, and our officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to file annual and current reports and financial statements with the SEC as frequently or as promptly as U.S. domestic companies whose securities are registered under the Exchange Act and we are generally exempt from filing quarterly reports with the SEC under the Exchange Act. We are also exempt from the provisions of Regulation FD, which prohibits issuers from making selective disclosure of material nonpublic information to, among others, broker-dealers and holders of a company’s securities under circumstances in which it is reasonably foreseeable that the holder will trade in the company’s securities on the basis of the information. For so long as we qualify as a foreign private issuer, we are not required to comply with the proxy rules applicable to U.S. domestic companies, although pursuant to the Companies Law, we disclose the annual compensation of our five most highly compensated office holders (as defined under the Israeli Companies Law) on an individual basis, including in this Annual Report.

As a foreign private issuer whose shares are listed on the Nasdaq Global Select Market, we may follow certain home country corporate governance practices instead of certain Nasdaq requirements

As a foreign private issuer whose shares are listed on the Nasdaq Global Select Market, we are permitted to follow certain home country corporate governance practices instead of certain requirements of the Nasdaq Stock Market Rules. For example, we follow our home country law, instead of the Nasdaq Stock Market Rules, which require that we obtain shareholder approval for the establishment or amendment of certain equity based compensation plans and arrangements. Under Israeli law and practice, in general, the approval of the board of directors is required for the establishment or amendment of equity based compensation plans and arrangements, unless the arrangement is for the benefit of a director or a controlling shareholder, in which case compensation committee or audit committee and shareholder approval are also required. A foreign private issuer that elects to follow a home country practice instead of Nasdaq requirements must submit to Nasdaq in advance a written statement from an independent counsel in such issuer’s home country certifying that the issuer’s practices are not prohibited by the home country’s laws. In addition, a foreign private issuer must disclose in its annual reports filed with the Securities and Exchange Commission each such requirement that it does not follow and describe the home country practice followed by the issuer instead of any such requirement. Accordingly, our shareholders may not be afforded the same protection as provided under Nasdaq’s corporate governance rules.

ITEM 4. INFORMATION ON CHECK POINT

Check Point History and Development

Founded over 30 years ago by Gil Shwed, Check Point has continued its mission to secure the digital world for everyone, everywhere. From Firewall-1, the first stateful firewall to dynamic security innovations and to the emergence of the AI-powered, Cloud-driven Check Point Infinity Platform, Check Point has demonstrated its ability to defend and prevent what is coming. Check Point delivers collaborative security across an organization's security architecture of the Network, Cloud, and the Workspace. Add to this Infinity Core Services that provides the comprehensive technical services to fulfill the cyber security needs of its global customers.

The 3 Cs to Provide the Effective Threat Prevention and Security

The Check Point Infinity Platform provides a comprehensive, consolidated, and collaborative security platform. Each of the three Cs plays a significant role in providing threat prevention and security across all attack vectors.

- **Comprehensive** Real-time Threat Prevention: Real-time AI-powered comprehensive threat prevention across all attack vectors from code to cloud, networks, users, email and IoT. AI engines deliver industry leading threat prevention to stop the most sophisticated attacks including Zero Day Malware, Phishing and DNS.
- **Consolidated** Security Operations and Unified Management: Leverage a unified security management platform for efficient security operations to deliver threat prevention to seal security gaps and enable automatic, immediate threat intelligence sharing across all security environments.
- **Collaborative** True collaboration across the security platform is essential to gain advantage over attackers. Security that Automatically Responds to Every Threat: AI-powered security engines applied to any attack vector, shared real-time threat intelligence, and anomaly detection with ThreatCloud AI, automated threat response and orchestration with XDR and Playblocks, and API-based third-party integration.

Further, with the Infinity Platform, customers obtain these advanced core competencies:

AI-powered

Check Point utilizes real-time AI-powered comprehensive threat prevention across all attack vectors from code to cloud, networks, users, Email and IoT. Leveraging over 50+ AI engines to deliver industry-leading threat prevention to stop the most sophisticated attacks including Zero Day Malware, Phishing and DNS.

Cloud-driven

Infinity leverages the cloud to achieve speed, agility, and scalability. Prevention-first cloud native security across applications, workloads, and network gives customers the confidence to automate security, prevent threats, and manage posture-at cloud speed and scale.

Centralized management

Customers gain the ability to leverage a unified security management platform for efficient security operations to deliver threat prevention to seal security gaps and enable automatic, immediate threat intelligence sharing across all security environments.

Prevention-first

In years past, customers relied on threat detection capabilities. But, as sophisticated 5th generation zero-day cyberattacks appeared, conventional detection security began to lag. Detecting a breach after the fact, is too late. The rise of new attack vectors also necessitated that Check Point adopt its prevention-first security solutions approach.

Largest partner and expert ecosystem

Our integrated approach ties innovation together with 3,500 security experts of our world-acclaimed research and intelligence unit, and a broad ecosystem of business and technology partners. In this way, Check Point's extended family protects organizations of all sizes across all industry verticals in 88 countries, realizing a safer internet experience.

Check Point's Key Platform Components

Yesterday's security is no match for today's advanced threats. Managing complex and disparate security tools from various vendors is becoming an artifact of the past. To defend against rapidly evolving cyber threats in an AI-driven world, organizations need a new strategy to recalibrate their cyber defenses.

Realizing this, Check Point developed the Infinity Platform that provides customers with key benefits, including:

- Comprehensive enterprise-grade security across the data center, network, cloud, branch office, and remote users with unified management.
- A simplified and consolidated approach to securing their entire IT infrastructure with organizations of all sizes.

The Infinity Platform includes the following:

- **Secure Mesh Networks with Quantum**
Hyperscale AI-powered threat prevention for securing mesh networks including the data center, perimeter, branch and remote users. Comprehensive family of on-premise security gateways, hyperscale orchestrator, SD-WAN networking, DDoS security, automated prevention for IoT, and Cloud Security Management.
- **Secure the Cloud with CloudGuard**
Unified, prevention-first cloud native security across your applications, workloads, and network-giving the confidence to automate security, prevent threats, and manage posture-at cloud speed and scale.
- **Secure the Workspace with Harmony** Prevents sophisticated attacks across the IT workspace including emails, web applications, devices and remote corporate access.
- **Collaborative Security Operations with Infinity Core Services**
Collaborative prevention first security operations and unified management including Extended Prevention and Response (XDR), orchestration, automation, ThreatCloud AI and generative AI copilot, supported by Check Point 24/7 managed security services, consulting and training.

In addition, managed and professional services fortify your defense with a comprehensive suite of managed and professional cyber security services including managed detection and response, incident response, security architecture design, consulting and training.

Protecting the World from Sophisticated Cyber Security Attacks

Over the last three decades, the technologies behind cyber attacks and the ensuing preventative measures have advanced rapidly, especially with the rise and availability of Generative AI. 2023 was yet another year for an increasing number of cyber attacks targeting organizations of all sizes and across all industries.

Adversaries exploited zero-day vulnerabilities by employing disruptive wipers that utilize emerging RaaS (Ransomware-as-a-Service) tactics and target edge devices, amplifying the complexity of cyber threats. The threat landscape became even more complex as cybercriminals have adopted artificial intelligence (AI) to fuel their cyber exploits. In response, Check Point has evaluated how to best prevent, detect, and respond to elevated cyber attacks. Instead of relying on past security strategies, organizations can thwart advanced cyberthreats with Check Point's comprehensive cyber security platform solution.

Check Point Infinity Platform Product Solutions

Customer security requirements can change rapidly, such as the explosive growth of AI. While different industry sectors can have unique security needs, they all share one clear desire: To obtain security solutions which are uniformly Comprehensive, Consolidated and Collaborative. These 3 Cs are the core of Check Point offerings and they are clearly achieved through our Infinity Platform and the four strategic solution areas.

- **Quantum: Secure Your Network and Data Center security for perimeter and datacenter**

Aimed to secure and effectively manage datacenter environments. Check Point Quantum Security Gateways deliver comprehensive security beyond any Next Generation Firewall (NGFW) and manage the most complex security policy requirements. Powered with over 60 security services, these gateways are designed to prevent the most evasive and sophisticated 5th generation cyber-attacks.

Check Point Quantum Network Security provides effective and ultra-scalable protection against the most dangerous cyber-attacks targeting customers' networks, cloud, data center, IoT devices, and employees across the enterprise.

The speed and evolution of today's zero-day DNS and phishing attacks requires AI-powered threat prevention to predict and block malicious behavior without human intervention. Check Point's innovative cybersecurity software revolutionizes cyber security and policy management by leveraging AI-powered, cloud-delivered advanced threat prevention, cloud services, integrated IoT security and SD-WAN, and firewall performance auto-scaling to secure mission critical applications.

- **Quantum Security Gateways** and firewalls deliver comprehensive security beyond any Next Generation Firewall (NGFW) and are designed to manage the most complex security policy requirements and prevent the 5th generation of cyber-attacks. Quantum Security gateways are powered by over 60 security services, including the industry's complete range of security capabilities including firewalling, intrusion prevention, application control, anti-malware, anti-phishing, DNS security, as well as sandboxing and file sanitization of email and web documents. All Check Point security gateways receive immediate threat data from Check Point's ThreatCloud AI global threat intelligence system.

- **Announcing Quantum Force AI-Powered Security Gateways**
In February 2024, Check Point introduced a major addition to its enterprise security gateway product line - the new **Quantum Force** series. This innovative lineup of ten high-performance security gateways and firewalls are designed to meet and exceed the stringent security demands of enterprise data centers, network perimeters, campuses, and organizations of all sizes and industries.

Powered by the advanced Check Point Infinity Platform, which integrates cloud-based security intelligence, Quantum Force Security Gateways present a sophisticated automated threat response system. In addition, customers can manage their Quantum on-premises firewalls and Check Point CloudGuard Network cloud firewalls through a single consolidated management console, to deliver the same consistent security policy across their entire enterprise.

- **Quantum Maestro:** Hyper scalable security platform delivers on-demand scalability for requirements that range from 30 Gbps to over 1 Terabits per second of full threat prevention. Organizations of any size can benefit from Maestro's intelligent load balancing firewall cluster design.
- **Quantum Lightspeed:** Data center firewalls, designed for the most demanding environments in the world.
- **Quantum Titan (R81.20)** (security operating system / software): All Quantum Force security gateways and firewalls share the same underlying security operating system. This latest threat prevention and security management release delivers top rated threat prevention, cloud services, and performance acceleration for Check Point firewalls. This industry-leading operating system provides security controls and management that are a foundational and integral part of today's security infrastructure. The Quantum Titan release introduced three new software blades that leverage artificial intelligence (AI) and deep learning, to deliver advanced threat prevention against advanced domain name system exploits (DNS) and phishing, as well as autonomous IoT security. Check Point Quantum Titan platforms can provide both IoT device discovery and automatically apply zero-trust threat prevention profiles to protect IoT devices.
- **Quantum Spark:** This family of small/medium businesses (SMB) security gateways and firewalls feature best-in-class threat prevention performance up to 5 Gbps threat prevention. These firewalls are easy to deploy and manage, and they integrate communication and security into an "all in one" solution. Quantum Spark security gateways provide protection for businesses with 1 to 1000 employees, and they can be easily managed from a web portal and from a mobile app. Alternatively, Quantum Spark firewalls can be managed by local Managed Service Providers (MSPs) using Check Point's specialized MSP management system. Quantum Spark firewalls also offer additional important features including 5G Cellular and Wi-Fi 6 connectivity as well as cloud services like SD-WAN and IoT security.

In 2024, Check Point introduced the new high-performance Quantum Spark 1900/2000 series. These new security gateways offer high-performance network security at scale with zero-touch provisioning, advanced cloud management, and automated threat management capabilities, making them ideal for medium-sized businesses.

- **Quantum IoT Protect:** Enables Check Point Security Gateways to auto-discover all IoT devices in a customer's environment. Automatically identifies and maps IoT devices and assesses the risk. Prevents unauthorized access to and from IoT/OT devices with zero-trust profiling and segmentation, and blocks zero-day IoT attacks.
- **Quantum SD-WAN:** Quantum SD-WAN is a new software blade in Check Point Quantum Gateways that extends Check Point's marketing-leading threat prevention to Software Defined Wide Area Networks (SD-WAN) for optimized network performance and internet connectivity optimized connectivity. Quantum SD-WAN enables enterprises to leverage local internet service providers for faster, less expensive internet connectivity without compromising security. Check Point's Quantum SD-WAN takes a security-first approach to networking by delivering advanced threat prevention along with optimized internet connectivity.

- **Quantum Rugged (Industrial/OT):** Quantum Rugged Security Gateways are specifically engineered to protect against attacks directed at Industrial Control Systems (ICS) and Operational Technology (OT) networks. These firewalls are purpose-built for industrial, manufacturing, and critical infrastructure environments. Check Point Quantum Rugged security gateways deliver proven, integrated AI security, high-speed secure 5G connectivity and more for deployments in harsh environments as part of a complex end-to-end ICS security solution.
- **CloudGuard: Prevention-First Cloud Security**
From code to cloud, Check Point CloudGuard delivers comprehensive cloud native security (CNAPP), across applications, workloads, and network to prevent threats and reduce risks at cloud speed and scale. CloudGuard's prevention-first approach protects applications and workloads throughout the software development lifecycle, and includes an effective risk management engine, with automated remediation prioritization, to allow users to focus on the security risks that matter, in context. Check Point cloud native security, delivered through CloudGuard, provides automated security and advanced threat prevention to protect cloud assets and workloads from cyber threats including sophisticated cyber-attacks and misconfigurations. CloudGuard secures cloud workloads in multiple environments including Amazon AWS, Microsoft Azure, Google, and others providing relevant capabilities for each cloud environment.
 - **Cloud Network Security:** advanced threat prevention and network security through a virtual security gateway—automated and unified across all multi-cloud and on-premises environments.
 - **Cloud Native Application Protection Platform (CNAPP):** secure the entire application lifecycle from code-to-cloud. Manage your security posture, detect misconfigurations, enforce best practices, prevent threats, and prioritize risks.
 - **Pipeline Security:** developer-centric security that seamlessly monitors, classifies, and protects codes, assets, and infrastructure. Protect against exposed API keys, tokens, and credentials, as well as identify and stop misconfigurations.
 - **Security and Posture Management:** automates governance across multi-cloud assets and services including visualization and assessment of security posture, misconfiguration detection, and enforcement of security best practices and compliance frameworks. prevent threats and achieve high fidelity posture management.
 - **Cloud Identity and Entitlement:** optimize user and workload access and privilege management to ensure a least privilege state and eliminate overly permissive roles. Gain visibility of effective permissions identify over permissive entitlements and implement suggested roles.
 - **Cloud Workload Protection:** seamless vulnerability assessment and runtime protection of modern cloud workloads, including serverless functions and containers.
 - **Cloud Web Application Protection:** powered by contextual-AI, protects web applications and APIs from the most sophisticated types of threats.
 - **Cloud Detection and Response:** cloud native threat security forensics through rich machine learning visualization, giving real-time context of threats and anomalies across your multi-cloud environment.
- **Harmony: Securing the Workspace**
Check Point Harmony protects employees, devices, and internet connectivity from malicious attacks, while ensuring secure, remote zero-trust access at any scale to any corporate application. Check Point Harmony provides endpoint and secure connectivity in various forms for easy and comprehensive remote user access.
Harmony unifies security products to deliver complete remote workspace user security.
 - **Harmony SaaS** discovers all your SaaS services, reduces your attack surface and automatically prevents SaaS-based threats using machine learning engines.
 - **Harmony SASE** converges network security capabilities into a single solution with unified management, internet security, and comprehensive Zero Trust network access.
 - **Harmony Endpoint** protects users' PCs from ransomware, phishing, and malware, and minimizes breach impact with autonomous detection and response capability.
 - **Harmony Mobile** protects employees' mobile devices against malicious apps and network or operating systems attacks.

- **Harmony Email & Collaboration** secures users' email clients and gives protection for Microsoft Office 365, Exchange, Google G, and others. In 2021, we extended Harmony with cloud-email security with the acquisition of Avanan – a leading cloud-email security company.
- **Secure Internet Browsing:** Provides secure, fast, and private web browsing by inspecting all SSL traffic directly on the endpoint.
- **Secure remote access to corporate applications:** Harmony Connect provides Secure Access Service Edge (SASE) and provides secure and easy access to any corporate application.

Infinity Core Services

Combine the power of AI Powered Threat Intelligence with Generative AI for industry leading threat prevention, automated threat response, and efficient security administration.

Comprehensive threat intelligence defends against what is coming next

ThreatCloud AI: The Brain Behind Check Point's Best Security

Enhance security with precise prevention against the most sophisticated attacks with the intelligence of ThreatCloud AI, the central nervous system for all our security solutions.

Infinity AI Copilot: Your AI-Powered Security Assistant

Transforming cyber security with Intelligent GenAI and automation to improve security effectiveness and make security administrators more efficient.

- Accelerate security administration
- Increase security effectiveness
- Improve incident mitigation and response

Check Point Technology Leadership in 2023

During 2023 we were endorsed by market analysts for our leadership position. Check Point was mentioned in over 170 analyst reports in 2023. Below are some of the highlight reviews:

Forrester

- The Forrester Wave™: Zero Trust Platform Providers, Q3 2023
- The Forrester Wave™: Enterprise Email Security, Q2 2023

Frost & Sullivan

- Company of The Year Award 2023 "Best In Class Global Next Generation Firewall Industry"
- Radar for Cloud Native Protection Platform 2023
- Radar for Cloud Workload Protection Platforms 2023
- Radar for Endpoint Security 2023
- Radar Extended Detection & Response 2023

GigaOm

- Next Generation Firewall Radar
- Radar for Cloud Security Posture Management 2023
- Radar for Cloud Network Security, 2023
- Radar for Ransomware Prevention 2023
- Radar for Endpoint Detection & Response (EDR) 2023

Omdia

- Universal Radar for Email Security 2023

Miercom

- For the second consecutive year, Check Point attained Secure Certification with its #1 position in Miercom's 2024 Security Benchmark Report. Miercom lab tests showed 99.8% prevention of unknown attacks and 100% of phishing attacks. The average malware block rate for Check Point competitors was 69.2%.

Acquisition and other Corporate Information

In September 2023, we acquired 100% of the share capital of Perimeter 81 Ltd., a privately held Israeli company and a leading provider of Zero Trust Network Access (ZTNA) and Secure Service Edge (SSE).

In September 2023, we acquired 100% of the share capital of Atmosec Ltd., a privately held Israeli company that specializes in the rapid discovery and disconnection of malicious SaaS applications, preventing risky third party SaaS communications, and rectifying SaaS misconfigurations.

In October 2023, we acquired 100% of the share capital of rmsource Inc., a privately held US-based company and a provider of managed security, cloud and IT services, to expand Infinity Global Services with new managed security services across networks, cloud and security operations.

In February 2022, we acquired 100% of the share capital of Spectral Cyber Technologies Ltd., a privately held Israeli company and key innovator in developer-first security tools designed by developers for developers, to extend our cloud solution, Check Point CloudGuard.

In September 2021, we acquired 100% of the share capital of Avanan, Inc., a privately-held US-based company providing cloud email security, and the developer of a patented application-programming interface (API) solution to stop email threats before arriving to the inbox (inline), for both internal and external emails using AI based engines.

Further details regarding the material events in the development of our business since the beginning of 2020 are provided in “Item 5 – Operating and Financial Review and Prospects” under the caption “Overview”.

We incorporated as a company under the laws of the State of Israel in 1993 under the name of “Check Point Software Technologies Ltd.” Our registered office and principal place of business is located at 5 Shlomo Kaplan Street Tel Aviv 6789159, Israel. The telephone number of our registered office is 972-3-753-4555. Our company’s website is www.checkpoint.com. The contents of our website are not incorporated by reference into this Annual Report.

This Annual Report is available on our website. If you would like to receive a printed copy via mail, please contact our Investor Relations department at 100 Oracle Parkway, Suite 800, Redwood City, CA 94065, U.S.A., Tel.: +16506282040, email: ir@checkpoint.com.

Our agent for service of process in the United States is CT Corporation System, 818 West Seventh Street, Los Angeles, CA 90017 U.S.A.; Tel: 213-627-8252.

Revenues by Category of Activity

The following table presents our revenues for the last three fiscal years by category of activity:

Category of Activity:	Year Ended December 31,		
	2023	2022	2021
	(in millions)		
Products and licenses	\$ 497.4	\$ 554.9	\$ 513.9
Security subscriptions	\$ 981.2	\$ 858.0	\$ 755.2
Software updates and maintenance	\$ 936.1	\$ 917.0	\$ 897.7
Total revenues	\$ 2,414.7	\$ 2,329.9	\$ 2,166.8

Sales and Marketing

We mostly sell our products and services through a two-tier distribution model; distributors that sell to resellers and to service providers and MSSPs, who sell to end-customers. We support our channel partners with a dedicated team of experienced sales professionals including account managers, channel managers and sales engineers.

Our marketing efforts include building our brand through a newly launch thought leadership campaign with the theme “Security in Action.” Check Point marketing includes corporate marketing, as well marketing for products, partners, field promotions, digital promotions, and solutions-oriented thought leadership. In 2023, we continued to invest in sales and marketing resources.

In 2022, the Global Commercial Organization (GCO) was formed to further unify sales and marketing.

As of December 31, 2023, we had 3,038 employees and subcontractors in our sales and marketing organization, with a majority of them dedicated to pre sales and marketing support located in various jurisdictions.

Support and Services

We operate a worldwide technical services organization which provides a wide range of services including: (i) technical customer support programs and plans; (ii) professional services in implementing, upgrading and optimizing Check Point products, such as design planning and security implementation; and (iii) certification and educational training on Check Point products.

Our technical assistance centers in the United States, Israel, Canada, Japan, India, China and Australia offer support worldwide, 24-hour service, seven days per week.

As of December 31, 2023, we had 1,060 employees and subcontractors in our technical services organization.

Research and Product Development

We believe that our future success will depend upon our ability to enhance our existing products, and to develop, acquire and introduce new products to address the increasingly sophisticated needs of our customers.

As of December 31, 2023, we had 1,956 employees and subcontractors dedicated to research and development activities and quality assurance.

Competition

Information concerning competition is provided in “Item 3 – Key Information” under the caption “Risk Factors – Risks Related to Our Business and Our Market – We may not be able to successfully compete, which could adversely affect our business and results of operations”.

Environmental, Social and Governance (ESG) Practices

Since Check Point’s inception, our sole focus has been on making the world a safer place to live and work. For over 30 years, we have worked to fulfill our vision of making the Internet secure, reliable, and available for corporations and consumers. As a global brand with material social and economic influence, we recognize that our success can only be built alongside the success of our stakeholders – including, our channel partners, customers, suppliers and employees. We aim to achieve high ESG standards while continuing to develop our business and executing on our strategy.

Our Commitment. Check Point is committed to making the world a safer and more secure place. In the digital era, this commitment applies to our work both on the internet and the physical world alike.

As we aspire to achieve a more sustainable future for all, we have set out the following practices and guidelines which our employees and stakeholders are expected to adhere to:

Social Standards:

- I. **Community** – *How we value each other* – We believe in creating a more sustainable future for our stakeholders and for the world. We are extremely involved in the community and we invest greatly in volunteering and donations activities in an attempt to make the world a better place.
 - **Corporate Responsibility Policy** – Check Point strongly believes that creating a positive economic, social and environmental impact advances its mission of developing security solutions to protect business and consumer transactions, and creating a more sustainable future for its stakeholders and the for the world. As part of Check Point’s corporate responsibility guidelines, Check Point identified ESG issues that are of highest relevance to its business activity and its stakeholders. These essential issues are addressed and managed constantly to ensure that they remain up to date and optimized to address the relevant concerns.

- **Social Investment and Volunteer Statement** – Check Point invests in its worldwide volunteering and donations activities as it is committed to making the world a safer and a better place in order to achieve a more sustainable future for all, and is committed to the social needs of the communities we live and operate in.
- **Human Resources** – How we value ourselves – The most important asset of our company is our human capital. We are committed to creating a diverse, healthy, and supportive work environment where our employees can grow and learn together.
- **Human Rights and Labor Policy** – Check Point strives to treat its employees, contractors and suppliers with dignity and respect. Check Point promotes a safe, healthy, and supportive work environment and condemns modern slavery and human trafficking in any form. Check Point’s commitment includes closely monitoring its compliance with international standards and local laws in all of our locations around the world to ensure that the rights of our employees are protected.
- **Workforce Diversity and Equality Statement** –As a leading cyber security company, we are committed to nurturing diversity and equality while breaking the bias in the workplace when hiring, training, and evaluating our employees. Our teams are committed to creating a conscious culture that promotes open communication with the goal of a more equitable outcome for all. We believe that a diverse workforce encourages a wider variety of skills, talents, and viewpoints, leading to further creativity and innovation.
- **Training and Employee Development Policy** –Investing in the training and development of our employees, managers and groups within the company contributes not only to them, but also to Check Point as a whole. By providing our employees and managers with learning and development activities, we enable the company to achieve its business targets, and the people to constantly grow professionally.
- **Anti-Slavery Policy** – Check Point has zero tolerance towards modern slavery.

II. **Supply Chain** – *How we value* the process – We assure the high standards of our supply chain conduct by ensuring that the working conditions in our operations and supply chain are safe and that business operations are conducted ethically

- **Supply Chain Code of Conduct** –We demand our suppliers of products and services to comply with our high standards and values.
- **Supply Chain Policy** – Check Point considers honesty, integrity, transparency and open communication core values of our business and operations.
- **Conflicts Minerals Policy** – In certain conflict areas around the world, such as the Democratic Republic of the Congo and adjoining countries, the trade of certain minerals and derivative metals can be used to support corruption, money laundering and human rights abuses. In order to eradicate such behavior, Check Point has adopted a Conflicts Minerals Policy.

Environmental Standards:

III. **Environment** – *How we value* our surroundings – We take an active part in helping to ensure the sustainability of the world’s resources and environment.

- **Environmental Policy** – Check Point understands that climate change and the global warming have observable effects on the environment. Check Point’s impact on the environment is generally through our products, services and facilities. We comply with the applicable environmental laws and regulations and strive to be a leader in the environmental sustainability field.
- **Board oversight** - Our board of directors has a dedicated committee for overseeing environmental, social, and governance (ESG) matters (the Nominating, Sustainability and Corporate Governance Committee), which is responsible for ensuring that our environmental policies and practices are consistent with our overall business strategy. The committee reviews our environmental performance on a periodic basis.

Governance Standards:

IV. **Corporate Governance** – *How we value* our method – We have adopted corporate governance guidelines to assist our Board in carrying out its responsibilities and serving the interests of our company and its shareholders.

- **Corporate Governance Guidelines** – Our board of directors has adopted Corporate Governance Guidelines to assist the board of directors in carrying out its responsibilities and serving the interests of the Company and its shareholders in a manner that is consistent with the board of director’s fiduciary duties.

- **Committee Charters** – We have adopted written charters specifying the duties and responsibilities of each of our Audit Committee, Compensation Committee and Nominating, Sustainability and Corporate Governance Committee to assist the committee members in carrying out their responsibilities.

V. **Ethics – How we value what is right** – Check Point promotes core values of honest and ethical conduct, integrity, open communication, equal opportunity and diversity.

- **Code of Ethics and Business Conduct** – Check Point is a worldwide leader in developing security solutions to protect business and consumer transactions, and communications over the internet. Our goodwill and reputation are affected by what we do every day. By putting our commitment in writing we clearly set out the business practices that we follow and set clear standards of behavior for everyone associated with our organization.
- **Privacy Policy** – Our Privacy Policy explains how Check Point treats personal information that Check Point collects or generates both in relation to the Check Point website (www.checkpoint.com) and our products and services.
- **Whistle Blower Procedure** – Check Point strives to promote its values and establish uniformity within the company. Check Point’s employees and business partners are expected to adhere to and follow the standards and principles we set. In order to support the adherence to our Code of Ethics and Business Conduct as well as other policies, we provide different channels for reporting, which include the Whistle Blower Procedure. This is crucial for our high standards and values.
- **Insider Trading Policy** – This policy provides guidelines to employees, consultants, contractors, officers and directors of Check Point with respect to transactions in Check Point’s securities.
- **Anti-Corruption, Bribery and Money Laundering Policy** – Check Point’s goodwill and reputation are affected by what we do every day. Check Point clearly sets out the business practices that we follow and set clear standards of behavior for everyone associated with our organization. Our culture and values help us build trust with our customers, business partners, investors, other organizations and governments, and trust and integrity is the core of our business and operations.

On the diversity side, as described in Item 6, four senior executive officers reporting to the CEO are female executives.

Oversight of our risks, strategies, policies, programs and practices related to ESG matters is conducted by our nominating, sustainability and corporate governance committee, and our ESG Manager leads the day-to-day management of ESG matters.

Our ESG report that detail our philosophy and the various initiatives under each of the standards above is available on our website at <https://www.checkpoint.com/about-us/esg/>; neither the report nor the contents of our website are incorporated by reference into this Annual Report.

Proprietary Rights

Check Point relies on a combination of copyright and trademark laws, trade secrets, confidentiality procedures and contractual provisions to protect its proprietary rights. Check Point relies on trade secrets and copyright laws to protect its software, documentation, and other written materials. Further, Check Point generally enters into confidentiality agreements with employees, consultants, customers and potential customers, and limits access and distribution of materials and information that the company considers proprietary.

Check Point and its subsidiaries have 137 issued patents in the U.S. and in other regions and 20 pending patent applications worldwide. Our efforts to protect our patent rights and other proprietary rights may not be adequate and our competitors may independently develop technology that is similar. Additional details are provided in “Item 3 – Key Information” under the caption “Risk Factors – Risks Related to Our Business and Our Market – We may not be able to successfully protect our intellectual property rights”.

Effect of Government Regulation on our Business

Information concerning regulation is provided in “Item 5 – Operating and Financial Review and Products” under the caption “Taxes on income” and in “Item 10 – Additional Information” under the caption “Israeli taxation, foreign exchange regulation and investment programs”.

Organizational Structure

We are organized under the laws of the State of Israel. We wholly own the subsidiaries listed below, directly or through other subsidiaries, unless otherwise specified in the footnotes below:

NAME OF SUBSIDIARY	COUNTRY OF INCORPORATION
Check Point Software Technologies, Inc.	United States of America (Delaware)
Check Point Software (Canada) Technologies Inc.	Canada
Check Point Software Technologies (Japan) Ltd.	Japan
Check Point Software Technologies (Netherlands) B.V.	Netherlands
Check Point Holding (Singapore) PTE Ltd.	Singapore
Check Point Holding (Singapore) PTE Ltd. – Rep office Indonesia (1)	Singapore
Check Point Holding (Singapore) PTE Ltd. –US, NY Branch (2)	Singapore
Israel Check Point Software Technologies Ltd. China (3)	China
Check Point Holding AB (4)	Sweden
Check Point Advanced Threat Prevention Ltd. (12)	Israel
Check Point Mobile Security Ltd. (12)	Israel
Check Point Software Technologies South Africa PTY. Ltd	South Africa
Check Point Software (Kenya) Limited	Kenya
Check Point Software Technologies B.V Nigeria Ltd. (5)	Nigeria
Check Point Public Cloud Security Ltd. (12)	Israel
Check Point Web Applications and API Protection Ltd.	Israel
Protego Labs, Inc.	United States of America (Delaware)
Check Point IOT Security Ltd.	Israel
Check Point Serverless Security Ltd. (6)	Israel
Check Point Secure Remote Access Ltd. (12)	Israel
Check Point Email Security Ltd. (7)	Israel
Avanan, Inc.	United States of America (Delaware)
Check Point Developer Security Tools Ltd. (12)	Israel
Check Point Software Technologies (Sweden) AB. (8)	Sweden
Check Point Software Technologies (Sweden) AB. – Dubai Branch (9)	Sweden
Zone Labs, L.L.C. (10)	United States of America (California)
R&M Computer Consultants, Inc. (10)	United States of America (North Carolina)
RM Source Australia PTY Ltd. (11) (13)	Australia
Check Point SAAS Security Ltd. (12)	Israel
Atmosec, Inc. (13)	United States of America (Delaware)
Check Point SSE Solutions Ltd.(12)	Israel
Perimeter 81 LLC (13)	United States of America (Delaware)

- (1) Representative office of Check Point Holding (Singapore) PTE Ltd.
- (2) Branch of Check Point Holding (Singapore) PTE Ltd.
- (3) Representative office of Check Point Software Technologies Ltd.
- (4) Subsidiary of Check Point Holding (Singapore) PTE Ltd. (former name: Protect Data AB)
- (5) Subsidiary of Check Point Holding (Singapore) PTE Ltd. and Check Point Yazilim Teknolojileri Pazarlama A.S.
- (6) Subsidiary of Protego Labs, Inc
- (7) Subsidiary of Avanan, Inc.
- (8) Subsidiary of Check Point Holding AB
- (9) Branch of Check Point Software Technologies (Sweden) AB.
- (10) Subsidiary of Check Point Software Technologies Inc.
- (11) Subsidiary of R&M Computer Consultants, Inc.
- (12) Under intercompany merger process into Check Point Software Technologies Ltd.
- (13) Under intercompany transfer and/or merger processes.

Check Point Software Technologies (Netherlands) B.V. acts as a holding company. It wholly owns all or substantially all of the share capital of the principal operating subsidiaries listed below, unless otherwise indicated in the footnotes below:

NAME OF SUBSIDIARY	COUNTRY OF INCORPORATION
Check Point Software Technologies S.A.	Argentina
Check Point Software Technologies (Australia) PTY Limited	Australia
Check Point Software Technologies (Austria) GmbH	Austria
Check Point Software Technologies Belarus LLC	Belarus
Check Point Software Technologies (Belgium)	Belgium
Check Point Software Technologies (Brazil) LTDA	Brazil
Check Point Software Technologies (Hong Kong) Ltd. (Guangzhou office) (1)	China
Hong Kong SAR Check Point Software Technologies (Hong Kong) Ltd. (Shanghai office) (1)	China
Check Point Software Technologies (Czech Republic) s.r.o.	Czech Republic
Check Point Software Technologies (Denmark) ApS	Denmark
Check Point Software Technologies (Finland) Oy	Finland
Check Point Software Technologies Eurl	France
Check Point Software Technologies GmbH	Germany
Check Point Software Technologies (Greece) SA	Greece
Check Point Software Technologies (Hungary) Ltd.	Hungary
Check Point Software Technologies (Hong Kong) Limited	Hong Kong
Check Point Software Technologies India Private Limited	India
Check Point Software Technologies (Italia) S.r.l	Italy
Check Point Software Technologies Mexico S.A. de C.V.	Mexico
Check Point Software Technologies (Beijing) Co., Ltd.	China
Check Point Software Technologies (New Zealand) Limited	New Zealand
Check Point Software Technologies Norway A.S.	Norway
Check Point Software Technologies (Philippines) Inc.	Philippines
Check Point Software Technologies (Poland) Sp.z.o.o.	Poland
CPST (Portugal), Sociedade Unipessoal Lda.	Portugal
Check Point Software Technologies (RMN) SRL	Romania
Check Point Software Technologies (Russia) OOO	Russia
Check Point Software Technologies (Korea) Ltd.	South Korea
Check Point Software Technologies (Spain), S.A.	Spain
Check Point Software Technologies (Switzerland) AG	Switzerland
Check Point Software Technologies (Taiwan) Ltd.	Taiwan
Check Point Yazilim Teknolojileri Pazarlama A.S.	Turkey
Check Point Software Technologies (UK) Ltd.	United Kingdom

(1) Representative office of Check Point Software Technologies (Hong Kong) Ltd.

Property and Equipment

As of December 31, 2023, we own our headquarters located in Tel Aviv, Israel and we lease offices in various locations throughout the world. The breakdown in the various geographies is as follows:

Location	Space (square feet)
Israel	413,000*
Americas	135,000
Europe, Middle East and Africa	61,000
Asia Pacific	43,000

*) We acquired ownership of our international headquarters located in Tel Aviv, Israel pursuant to a pre-paid 49 year long-term lease on the land with the City of Tel Aviv – Jaffa. No additional payments are due under such long-term lease. Our international headquarters building contains approximately 332,000 square feet of office space. In addition, we lease approximately 80,000 square feet of additional space substantially all in Tel Aviv, Israel.

Principal Capital Expenditures and Divestitures

For more information regarding our principal capital expenditures currently in progress, see “Item 5 – Operating and Financial Review and Prospects” under the caption “Liquidity and Capital Resources”.

ITEM 4A. UNRESOLVED STAFF COMMENTS

None.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

For discussion related to our financial condition, changes in financial condition, and the results of operations for 2022 compared to 2021, refer to Part I, Item 5. Operating and Financial Review and Prospects, in our Annual Report on Form 20-F for the fiscal year ended December 31, 2022, which was filed with the U.S. Securities and Exchange Commission on April 27, 2023 and which is hereby incorporated by reference.

The following discussion and analysis is based on our consolidated financial statements including the related notes, and should be read in conjunction with them. Our consolidated financial statements are provided in “Item 18 – Financial Statements”.

Overview

We develop, market and support a wide range of products and services for IT security by offering a multilevel security architecture that defends enterprises’ cloud, network, mobile devices, Endpoints information and IOT solutions. Our solutions operate under a unified security architecture, Infinity, that enables end-to-end security with a single line of unified security gateways and allow a single agent for all endpoint security that can be managed from a single unified management console. This unified management allows for ease of deployment and centralized control and is supported by, and reinforced with, real-time threat intelligence and autonomous security updates. Our products and services are sold to enterprises, service providers, small and medium sized businesses and consumers. Our open platform framework allows customers to extend the capabilities of our products and services with third-party hardware and security software applications. Our products are sold, integrated and serviced by a network of channel partners worldwide.

Our business is subject to the effects of general global economic conditions and, in particular, market conditions in the IT, Internet security and data security industries. If general economic and industry conditions deteriorate, demand for our products could be adversely affected.

We derive our sales primarily through indirect channels. During each of 2023, 2022 and 2021, we derived approximately 56%, 59%, and 57%, respectively, of our sales from our ten largest channel partners. In 2023, 2022 and 2021, our three largest distributors accounted for approximately 40%, of our sales. The following table presents the percentage of total consolidated revenues that we derive from sales in each of the regions shown:

Region:	Year Ended December 31,		
	2023	2022	2021
Americas, principally U.S.	43%	43%	43%
Europe, Middle East and Africa	46%	45%	45%
Asia-Pacific	11%	12%	12%

For information on the impact of foreign currency fluctuations, please refer to “Item 11 – Quantitative and Qualitative Disclosures about Market Risk – Foreign Currency Risk”.

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with U.S. GAAP. These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions that we make are reasonable based upon information available to us at the time that these estimates, judgments and assumptions were made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenues and expenses during the periods presented. To the extent there are material differences between these estimates, judgments or assumptions and actual results, our consolidated financial statements will be affected. The accounting policies that reflect our more significant estimates, judgments and assumptions and which we believe are the most critical to aid in fully understanding and evaluating our reported financial results, include the following:

- Revenue recognition;
- Accounting for income taxes;
- Impairment of marketable securities;
- Loss Contingencies; and
- Manufacturing Partner and Supplier Liabilities.

In many cases, the accounting treatment of a particular transaction is specifically dictated by U.S. GAAP and does not require management’s judgment in its application. There are also areas in which management’s judgment in selecting among available alternatives would not produce a materially different result. Our senior management has reviewed these critical accounting policies and related disclosures with the audit committee of our board of directors. You can see a summary of our significant accounting policies in Note 2 to our consolidated financial statements, as set forth in Item 18.

Revenue recognition

We derive our revenues mainly from sales of products and licenses, security subscriptions and software updates and maintenance. Our products are generally integrated with software that is essential to the functionality of the product. We sell our products primarily through channel partners including distributors, resellers, Original Equipment Manufacturers (“OEMs”), system integrators and Managed Security Service Providers (“MSPs”), all of whom are considered end users.

Security subscriptions provide customers with access to its suite of security solutions and is sold as a service.

Software updates and maintenance provide customers with rights to unspecified software product upgrades released during the term of the agreement and include maintenance services to end-user customers, through primarily telephone access to technical support personnel as well as hardware support services.

We recognize revenues under the core principle that transfer of control to our customers should be depicted in an amount reflecting the consideration we expect to receive in revenue. Therefore, we identify a contract with a customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to each performance obligation in the contract and recognize revenues when (or as) we satisfy a performance obligation.

We recognize revenues from sales of products and licenses, under Topic 606, upon shipment when control of the promised goods is transferred to the customer, or upon electronic transfer of the Certificate Key to the customer.

We recognize revenues from security subscriptions and software updates and maintenance ratably over the term of the agreement due to the continuous transfer of control to the customer over the period.

Our arrangements typically contain multiple deliverables, such as products and licenses, security subscriptions and software updates and maintenance, which are generally capable of being distinct and accounted for as separate performance obligations. We evaluated the criteria to be distinct under Topic 606, and concluded that the products and the licenses were distinct and distinct in the context of the contract from the security subscription and the software updates and maintenance, as the customer can benefit from the products and licenses without the services and the services are separately identifiable within the arrangement. We allocate the transaction price to each performance obligation based on relative standalone selling price basis, by using the prices charged for a performance obligation when sold separately.

Deferred revenues represent mainly the unrecognized revenue billed for security subscriptions and for software updates and maintenance. Such revenues are recognized ratably over the term of the related agreement.

We recognize revenues net of estimated amounts that may be refunded for sales returns, rebates, stock rotations and other rights provided to customers on product and service related sales subject to varying limitations. We estimate and record these reductions based on our historical sales returns experience, analysis of credit memo data, rebate plans, stock rotation and other known factors. In each accounting period, we use judgments and estimates to determine potential future sales credits, returns and stock rotation, related to current period revenue. These estimates affect our "revenue" line item on our consolidated statements of income and affect our "deferred revenues" and "accrued expenses and other liabilities" on our consolidated balance sheets.

Accounting for income tax

We are subject to income taxes in Israel, the United States and numerous foreign jurisdictions. Significant judgment is required in evaluating our uncertain tax positions and determining our taxes. Although we believe our reserves are reasonable, no assurance can be given that the final tax outcome of these matters will not be different from that which is reflected in our historical income tax provisions and accruals. We adjust these reserves in light of changing facts and circumstances, such as the closing of a tax audit or the refinement of an estimate, or upon lapse of statute of limitations. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will affect the provision for income taxes in the period in which such determination is made.

Significant judgment is also required in determining any valuation allowance recorded against deferred tax assets. In assessing the need for a valuation allowance, we consider all available evidence, including past operating results, estimates of future taxable income, and the feasibility of tax planning strategies. In the event that we change our determination as to the amount of deferred tax assets that can be realized, we will adjust our valuation allowance with a corresponding impact to the provision for income taxes in the period in which such determination is made.

Impairment of marketable securities

We classify all of our debt securities as available-for-sale ("AFS"). Available-for-sale debt securities are carried at fair value, with the unrealized gains and losses, net of tax, reported in accumulated other comprehensive income (loss) in shareholders' equity. Realized gains and losses on sale of investments are included in financial income, net and are derived using the specific identification method for determining the cost of securities sold.

Measurement of Credit Losses on Financial Instruments, using the modified retrospective transition method. Upon adoption, we modified our impairment model for available-for-sale ("AFS") debt securities and discontinued using the concept of "other than temporary" impairment on AFS debt securities. Each reporting period, we evaluate whether declines in fair value below amortized cost are due to expected credit losses, as well as our ability and intent to hold the investment until a forecasted recovery occurs. Allowance for credit losses on AFS debt securities are recognized in our consolidated statements of income, and any remaining unrealized losses, net of taxes, are included in accumulated other comprehensive income (loss) in stockholders' equity.

We measure our money market funds and marketable securities at fair value. Money market funds and marketable securities are classified within Level 1 or Level 2. This is because these assets are valued using quoted market prices or alternative pricing sources and models utilizing market observable inputs.

Loss Contingencies

We are currently involved in various claims and legal proceedings. We review the status of each matter and assess its potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable and the amount can be reasonably estimated, we accrue a liability for the estimated loss.

Manufacturing Partner and Supplier Liabilities

We purchase manufactured products from its original design manufacture (“ODM”). We generally do not own the manufactured products. ODM’s provide services of design, manufacture, orders fulfillment and support with a full turn-key solution to meet our detailed requirements. If the actual demand is significantly lower than forecast, we record a liability for its commitment in excess of the actual demand. As of December 31, 2023 and 2022, we have not accrued any significant liability in respect to this exposure.

Results of Operations

The following table presents information concerning our results of operations in 2023 and 2022:

	Year Ended December 31,	
	2023	2022
	(in millions)	
Revenues:		
Products and licenses	\$ 497.4	\$ 554.9
Security subscriptions	981.2	858.0
Software updates and maintenance	936.1	917.0
Total revenues	2,414.7	2,329.9
Operating expenses (*):		
Cost of products and licenses	99.3	145.6
Cost of security subscriptions	57.0	41.4
Cost of software updates and maintenance	112.3	105.5
Amortization of technology	14.0	11.9
Total cost of revenues	282.6	304.4
Research and development	368.9	349.9
Selling and marketing	747.1	675.2
General and administrative	117.0	116.1
Total operating expenses	1,515.6	1,445.6
Operating income	899.1	884.3
Financial income, net	76.5	44.0
Income before taxes on income	975.6	928.3
Taxes on income	135.3	131.4
Net income	\$ 840.3	\$ 796.9

(*) Including pre-tax charges for stock-based compensation, amortization of intangible assets and acquisition related expenses in the following items:

	Year Ended December 31,	
	2023	2022
	(in millions)	
Amortization of intangible assets and acquisition related expenses		
Amortization of technology	\$ 14.0	\$ 11.9
Research and development	7.0	7.1
Selling and marketing	13.7	4.2
Total amortization of intangible assets and acquisition related expenses	\$ 34.7	\$ 23.2
Stock-based compensation		
Cost of products and licenses	\$ 0.4	\$ 0.4
Cost of software updates and maintenance	7.3	5.0
Research and development	48.7	42.0
Selling and marketing	56.3	43.2
General and administrative	32.6	40.8
Total stock-based compensation	\$ 145.3	\$ 131.4

The following table presents information concerning our results of operations as a percentage of revenues for the periods indicated:

	Year Ended December 31,	
	2023	2022
Revenues:		
Products and licenses	20%	24%
Security subscriptions	41	37
Software updates and maintenance	39	39
Total revenues	100%	100%
Operating expenses:		
Cost of products and licenses	4	6
Cost of security subscriptions	2	2
Cost of software updates and maintenance	5	5
Amortization of technology	1	—*)
Total cost of revenues	12	13
Research and development	15	15
Selling and marketing	31	29
General and administrative	5	5
Total operating expenses	63	62
Operating income	37	38
Financial income, net	3	2
Income before taxes on income	40	40
Taxes on income	6	6
Net income	35%	34%

*) Less than 1%.

Revenues

We derive our revenues mainly from the sale of products and licenses, security subscriptions and software updates and maintenance. Our revenues were \$2,415 million in 2023 and \$2,330 million in 2022.

Total revenues in 2023 increased by 4% compared to 2022. Product and license revenues were \$497 million in 2023 and \$555 million in 2022. We continued to deliver increasingly more of our latest security offerings as subscriptions resulting in increased sales of our security subscription packages, including advance threat protection, Infinity CloudGuard, and Harmony. As a result, security subscription revenues increased by \$123 million, or 14%, from \$858 million in 2022 to \$981 million in 2023. Software updates and maintenance revenues increased by \$19 million, or 2%, from \$917 million in 2022 to \$936 million in 2023, primarily as a result of renewals of existing and sales of new maintenance contracts.

Cost of Revenues

Total cost of revenues was \$283 million in 2023 and \$304 million in 2022. Cost of revenues includes cost of product and licenses, cost of security subscriptions and cost of software updates and maintenance and amortization of technology. Our cost of products and licenses includes mainly cost of software and hardware production, packaging and shipping. In 2023 we have seen a significant improvement in the supply chain which had been challenging last year. Our cost of security subscriptions is comprised of costs paid to third parties, hosting and infrastructure costs and cost of customer support related to these services. Our cost of software updates and maintenance include mainly the cost of post-sale customer support.

Cost of products and licenses was \$99 million in 2023 and \$146 million in 2022.

Cost of security subscriptions was \$57 million in 2023 and \$41 million in 2022.

Cost of software updates and maintenance was \$112 million in 2023 and \$106 million in 2022.

In 2023, amortization of technology was \$14 million compared to \$12 million in 2022. The increase in 2023 is attributed to the acquisitions made during 2023 and 2022.

Research and Development

Research and development expenses were \$369 million in 2023 and \$350 million in 2022, and represented 15% of revenues in each of the years 2023 and 2022. Research and development expenses consist primarily of salaries and other related expenses for personnel as well as the cost of facilities and depreciation of capital equipment.

The net increase of \$19 million in research and development expenses in 2023 primarily resulted from increases in compensation and related expenses for personnel, along with elevated expenses in our cloud infrastructure. The gross increase was partially offset by a \$16 million benefit resulting from the strengthening of the U.S. dollar against the Israeli Shekel, which mitigated the gross increase.

The majority of our personnel engaged in research and development are located in Israel, where compensation-related expenses are paid in Israeli Shekels, while our research and development expenses are reported in U.S. dollars. Therefore, changes to the exchange rate between the Israeli Shekel and the U.S. dollar have affected and may in the future affect our research and development expenses. We have forward contracts to hedge against a certain portion of the exposure mentioned above.

Selling and Marketing

Selling and marketing expenses consist primarily of salaries, commissions, advertising, trade shows, seminars, public relations, co-op activities with partners, travel and other related expenses. Selling and marketing expenses were \$747 million in 2023 and \$675 million in 2022, which represented 31% of revenues in 2023 and 29% of revenues in 2022.

The net increase of \$72 million in selling and marketing costs in 2023 primarily stems from rises in compensation expenses for personnel and marketing activities. This rise was partially offset by a \$4 million benefit due to fluctuations of various currencies against the U.S. dollar, which mitigated the gross increase.

Our selling and marketing expenses worldwide are paid in local currencies and are reported in U.S. dollars. Therefore, changes to the exchange rates between the local currencies and the U.S. dollar have affected, and may in the future affect, our expense level.

General and Administrative

General and administrative expenses consist primarily of salaries and other related expenses for personnel, professional fees, insurance costs, legal and other expenses. General and administrative expenses were \$117 million in 2023 and \$116 million in 2022, which represented 5% of revenues in each of the years 2023 and 2022.

Operating Income Margin

In 2023, our operating margin was 37% compared to 38% in 2022. The decrease in our operating margin was primarily due to an increase in our workforce related expenses, cloud expenses and amortization of intangibles expenses in related to our acquisitions.

We may experience future fluctuations or declines in operating margins from historical levels due to several factors, as described above in “Item 3 – Key Information” under the caption “Risk Factors – Risks Related to Our Business and Our Market”.

Financial Income, Net

Net financial income consists primarily of interest earned on cash equivalents, short-term deposits and marketable securities. Net financial income was \$77 million in 2023 and \$44 million in 2022. As we generally hold debt securities until maturity, our current portfolio’s yield is derived primarily from interest rates and the yield on securities at time of purchase. Since most of our investments are U.S. dollars denominated securities, our net financial income is heavily dependent on prevailing U.S. interest rates changes and the market expectations to such changes. The increase in net financial income in 2023 was primarily due to higher interest rates and yield on marketable securities, short-term deposits and cash equivalents. In 2023 and 2022 no impairment in our marketable securities was recorded.

For further risk related to our portfolio see also Item 3, “Risk Factors – Risks Related to Our Business and Our Market – Our cash balances and investment portfolio have been, and may continue to be, adversely affected by market conditions and interest rates”.

Taxes on Income

Total taxes on income were \$135 million in 2023 and \$131 million in 2022. Our effective tax rate was 14% in each of the years 2023 and 2022. See Note 11 to our consolidated financial statements for further information on our statutory rates.

Additional details are provided in “Item 10 – Additional Information” under the caption “Israeli taxation, foreign exchange regulation and investment programs” and “Item 3 – Key Information” under the caption “The tax benefits available to us require us to meet several conditions, and may be terminated or reduced in the future, which would increase our taxes”.

Net Income

Net income increased by \$43 million to \$840 million in 2023 compared to \$797 million in 2022.

Liquidity and Capital Resources

During 2023 and 2022, we financed our operations through cash generated from operations. Our total cash and cash equivalents, short-term investments and long-term interest bearing investments, were \$2,960 million as of December 31, 2023 and \$3,503 million as of December 31, 2022. Our cash and cash equivalents and short-term investments were \$1,530 million as of December 31, 2023 and \$1,638 million as of December 31, 2022. Our long-term interest bearing investments were \$1,430 million as of December 31, 2023 and \$1,866 million as of December 31, 2022. The majority of our financial assets are held and managed through the parent company in Israel and our subsidiaries in Singapore, Canada and the U.S.

We generated net cash from operations of \$1,038 million in 2023 and \$1,098 million in 2022. Net cash from operations for 2023 and 2022 consisted primarily of net income adjusted for non-cash activity. The decrease in our cash from operations was derived mostly from the lower increase in our deferred revenues compared to last year.

We generated net cash from investing activities of \$469 million in 2023 compared to net cash used in investing activities of \$6 million in 2022. In 2023, net cash provided by investing activities was increased compared to 2022, primarily due to increase in proceeds from sale of marketable securities offset by cash paid in conjunction with acquisitions, net of acquired cash, and lower investment in short term deposit. Our net cash paid for acquisitions amounted to \$459 million in 2023 and \$48 million in 2022. Our capital expenditures amounted to \$19 million in 2023 and \$22 million in 2022, and consisted primarily of computer equipment, software and leasehold improvements.

Net cash used in financing activities was \$1,165 million in 2023 and \$1,168 million in 2022. In 2023 and 2022, net cash used in financing activities was attributed primarily to the repurchase of ordinary shares. Under the repurchase programs, we may purchase our ordinary shares from time to time, depending on market conditions, share price, trading volume and other factors. We repurchased ordinary shares in the amount of \$1,288 million in 2023 and \$1,300 million in 2022. We re-issued the repurchased shares to settle exercises of options and restricted share unit awards to our employees and directors. Proceeds from such activities were \$134 million and \$141 million in 2023 and 2022, respectively.

Our investments in marketable securities are classified as available-for-sale. Available-for-sale securities are carried at fair value, with the unrealized gains and losses, net of tax, recorded in other comprehensive income (loss). Amortization of premium, discount and interest is recorded in our statements of income.

Our liquidity could be negatively affected by a decrease in demand for our products and services, or increase in employment costs. Also, if the financial system or the credit markets deteriorate or remain volatile, our investment portfolio may be impacted and the values and liquidity of our investments could be adversely affected.

Our principal sources of liquidity consist of our cash and cash equivalents, short-term bank deposits and marketable securities (which aggregated \$2,960 million as of December 31, 2023) and our cash flow from operations. We believe that these sources of liquidity will be sufficient to satisfy our present capital expenditure requirements.

Research and Development, Patents and Licenses, etc.

Additional details are provided in this Item 5, under the caption “Results of Operations”.

Trend Information

Additional details are provided in this Item 5, under the caption “Results of Operations”.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Directors and Senior Management

Our directors and executive officers as of March 15, 2024, were as follows:

<u>Name</u>	<u>Position</u>	<u>Independent Director (1)</u>	<u>Outside Director (2)</u>	<u>Member of Audit Committee</u>	<u>Member of Compensation Committee</u>	<u>Member of Nominating, Sustainability and Corporate Governance Committee</u>
Gil Shwed	Chief Executive Officer and Director					
Jerry Ungerman	Chairman of the Board	✓				
Dorit Dor	Chief Technology Officer					
Nataly Kremer	Chief Product Officer and Head of Research and Development					
Rupal Hollenbeck	President					
Roei Golan	Chief Financial Officer					
Guy Gecht (3)	Lead Independent Director	✓	✓	✓	✓	
Yoav Chelouche (3)	Director	✓	✓	✓	✓	
Tzipi Ozer-Armon	Director	✓		✓		
Ray Rothrock (3)	Director	✓	✓	✓	✓	
Tal Shavit Shenhav	Director	✓				✓
Shai Weiss	Director	✓				✓
Jill Smith	Director	✓				✓

(1) “Independent Director” under the Nasdaq Global Select Market regulations and the Israeli Companies Law (see explanation below).

(2) “Outside Director” as required by the Israeli Companies Law (see explanation below).

(3) “Financial expert” as required by the Israeli Companies Law and Nasdaq requirements with respect to membership on the audit committee (see “Item 16A – Audit Committee Financial Expert”).

Gil Shwed is the founder, Chief Executive Officer and Director. Mr. Shwed served as Chairman of our board of directors until September 2015. Mr. Shwed is considered the inventor of the modern firewall and authored several patents, such as the company's Stateful Inspection technology. Mr. Shwed has received numerous accolades for his individual achievements and industry contributions, including an honorary Doctor of Science from the Technion – Israel Institute of Technology, an honorary Doctor of Science from Tel Aviv University, the World Economic Forum's Global Leader for Tomorrow for his commitment to public affairs and leadership in areas beyond immediate professional interests, and the Academy of Achievement's Golden Plate Award for his innovative contribution to business and technology. Mr. Shwed is the Chairman of the Board of Trustees of the Youth University of Tel Aviv University. Mr. Shwed is a Tel Aviv University Governor and founder of the University's Check Point Institute for Information Security. He is also Chairman of the Board of the board of directors of Yeholot Association Founded by the Rashi Foundation whose charter is, among other things, to reduce the dropout rates in high schools. In 2018, Gil was awarded the prestigious Israel Prize for his contributions to the Israeli technology industry.

Jerry Ungerman serves as the chairman of the board of directors since August 2020, after serving as Vice Chairman of our board of directors from 2005 until August 2020. From 2001 to 2005, Mr. Ungerman served as our President and before that, from 1998 until 2000, he served as our Executive Vice President. Prior to joining us, Mr. Ungerman accumulated extensive experience in high-tech sales, marketing and management experience at Hitachi Data Systems (HDS), a data storage company and a member of the Hitachi, Ltd. group. He began his career with International Business Machines Corp. (IBM), a global technology products and services company, after earning a B.A. in Business Administration from the University of Minnesota.

Dr. Dorit Dor, Chief Technology Officer at Check Point, spearheads Check Point's rocket initiatives. Since joining the company in 1995, Dr. Dor has served in several pivotal roles in Check Point's R&D organization over the years, including Chief Product Officer. She has been instrumental to the organization's growth and managed many successful product releases. Dr. Dor holds a Ph.D. and M.S degree in computer science from Tel-Aviv University, in addition to graduating cum laude for her B.S. Dr. Dor has been published in several influential scientific journals for her research on graph decomposition, median selection and geometric pattern matching in d-dimensional space. In 1993, she won the Israel National Defense Prize. In 2019 Dr. Dor was named as one of Israel's most influential women by Forbes Israel, for her leadership role in one of the world's leading tech industries. Dr. Dor is a board member of Redis Ltd.

Nataly Kremer, Chief Product Officer and Head of Research and Development since March 2023, oversees all product and technology units and uses her proficiency in delivering network, security, and cloud technologies for large enterprises to meet customer needs. Ms. Kremer brings extensive R&D and leadership experience to Check Point. She joined the company after 12 years with AT&T, where she led its Software and Delivery organization and AT&T's center in Israel. She holds an MBA and BSc in Computer Sciences and Management from Tel Aviv University. Ms. Kremer is a board member of IBI Investment Bank and a board member of Israel Advanced Technology Industries (IATI), where she also holds the role of Head of the ITAI Diversity and Inclusion Group.

Rupal Hollenbeck President at Check Point since March 2023, after serving as Chief Commercial Officer from March 2022 until March 2023. Ms. Hollenbeck manages Check Point's global commercial organization since March 2022. Ms. Hollenbeck served on our board of directors from January 2021 until March 2022. She was most recently CMO of AI hardware start-up Cerebras Systems in Silicon Valley. She also served as Senior Vice President & Chief Marketing Office at Oracle, a post which she held until January 2020. Prior to joining Oracle in 2018, Ms. Hollenbeck was with Intel Corporation for over 23 years, with her most recent role being Corporate Vice President and General Manager of Global Data Center Sales. Prior to that she was Vice President and General Manager of Intel China and throughout her time at Intel has worked in Arizona, California, Singapore, and Beijing. An advocate for professional women around the world, she started several women's initiatives while at Intel, including serving as co-chair of the Board of Intel's Network of Executive Women in Asia. She is currently a Founding Circle Member of Neythri, a non-profit organization dedicated to enabling the professional advancement of South Asian women. Ms. Hollenbeck is also an Adjunct Professor at California State University East Bay, teaching a Women in Leadership course in the College of Business & Economics. Ms. Hollenbeck holds a BS in Finance and International Studies from Boston College, and a Master of International Management from the Thunderbird School of Global Management in Arizona. Ms. Hollenbeck is a board member of Blackbaud Inc, a leading cloud software company powering social good, and a board member of The Asian Pacific Fund, a non-profit organization.

Roei Golan has been serving as Chief Financial Officer of Check Point since May 2023, as Acting Chief Financial Officer from October 2022 until May 2023, and as VP Finance from 2021 until May 2023. Mr. Golan oversees Check Point's finance operations, including accounting, business analysis, investor relations, legal, tax and treasury. Mr. Golan has over 14 years of financial experience. Prior to joining Check Point in 2021, Mr. Golan worked at EY for 11 years, where he held the role of Managing Director in the Technology practice. Mr. Golan holds a B.A. in Economics and Accounting and a M.B.A in finance management. Mr. Golan is a certified public accountant.

Yoav Z. Chelouche has served on our board of directors since 2006. Mr. Chelouche has also served as one of our outside directors under the Israeli Companies Law since 2006. Mr. Chelouche has been Managing Partner of Aviv Venture Capital since August 2000. He serves on boards of directors of certain Aviv companies. Prior to joining Aviv Venture Capital, Mr. Chelouche served as a President and Chief Executive Officer of Scitex Corp., a world leader in digital imaging and printing systems, from December 1994 until July 2000. From August 1979 until December 1994, Mr. Chelouche held various managerial positions with Scitex, including VP Strategy and Business Development, VP Marketing and VP Finance for Europe. Mr. Chelouche is a member of the board of directors of a number of private companies. He was also a board member and until 2015 co-Chairman of IATI-Israel Advanced Technology Industries, an Israeli nonprofit organization that researches, develops and advocates policies that promote Israel's high tech ecosystem through activities in training, tuition, business development, public relations and public policy advocacy. Mr. Chelouche is a board member of Tower Semiconductor Ltd., Malam Team Ltd., and until February 2024 served as an external director of the Tel Aviv Stock Exchange (TASE). Mr. Chelouche earned B.A. in Economics and Statistics from Tel Aviv University, and an M.B.A. from INSEAD University in Fontainebleau, France.

Guy Gecht has served on our board of directors since 2006 and as our Lead Independent Director since August 2020. Mr. Gecht has also served as one of our outside directors under the Israeli Companies Law since 2006. Mr. Gecht served as Logitech's interim CEO from June to December 2023, and has been a member of Logitech's board of directors since September 2019, chairing the Technology and Innovation Committee. He is the former co-CEO of E.Merge Technology Acquisition Corp., a SPAC focused on Cyber Security, AI, and Enterprise Software, a role he held from 2020 to October 2022. Prior to co-founding E.Merge, Mr. Gecht was CEO of Electronics for Imaging (EFI), specializing in digital printing technologies, from 2000 to 2018. Joining EFI in 1995, he also held roles as president, vice president, general manager of Fiery products, and director of software engineering. Earlier, Mr. Gecht held management positions at Interro Systems and Apple Israel. Additionally, he was an officer in the Israeli Defense Forces, leading an engineering team in one of IDF high-tech divisions. Mr. Gecht holds a B.S. degree in computer science and mathematics from Ben Gurion University in Israel.

Tzipi Ozer-Armon has served on our board of directors since January 2023. Ms. Ozer-Armon serves as the Chief Executive Officer of Lumenis Ltd. Since May 2012. Before joining Lumenis, Ms. Ozer-Armon headed the Japanese market activities of Teva Pharmaceutical Industries Ltd. and served as Senior Vice President of Sales and Marketing at SanDisk Corporation. Previously, Ms. Ozer-Armon also served as VP & General Manager of MSystems Ltd. Ms. Ozer-Armon is a director of Strauss Group Ltd., Similarweb Ltd., and ICL Group Ltd. Ms. Ozer-Armon holds a B.A. magna cum laude in Economics and an M.B.A. degree majoring in Finance and Marketing from Tel Aviv University and she is an AMP graduate of the Harvard Business School.

Ray Rothrock has served on our board of directors since 1995. Mr. Rothrock has also served as one of our outside directors under the Israeli Companies Law since 2000 and as a director under Roku, Inc. Mr. Rothrock is a Partner emeritus at Venrock, a venture capital firm, where he was a member since 1988 and a general partner since 1995. He retired from Venrock in 2013. Presently, Mr. Rothrock is the Chairman of RedSeal, Inc., a cybersecurity analytics company. Mr. Rothrock served as the Chief Executive Officer of RedSeal, Inc. from February 2014 until May 2020. Mr. Rothrock is a director of Nasdaq-listed Roku, Inc. and a number of private companies. Mr. Rothrock is a member of the Massachusetts Institute of Technology Corporation, and a Trustee of the University of Texas and Texas A&M Investment Management Company. Mr. Rothrock received a B.S. in Engineering from Texas A&M University, an M.S. from the Massachusetts Institute of Technology and an M.B.A. from the Harvard Business School.

Jill D Smith has served on our board of directors since November 2023. Ms. Smith brings more than 25 years of international leadership experience, including 17 years as chief executive officer of private and public companies in the technology and information services markets. Most recently, Ms. Smith served as the President and Chief Executive Officer of Allied Minds, an IP commercialization company, from March 2017 through June 2019, and prior to that she served as Chairman, Chief Executive Officer and President of DigitalGlobe Inc., a global provider of satellite imagery products and services. Ms. Smith started her career as a consultant at Bain & Company, where she rose to become Partner. She subsequently joined Sara Lee as Vice President, and went on to serve as President and Chief Executive Officer of eDial, a VoIP collaboration company, and of SRDS, a business-to-business publishing firm. She also served as Chief Operating Officer of Micron Electronics, and co-founded Treacy & Company, a consulting and boutique investment business. Ms. Smith currently serves as a director of Aspen Technology, Inc., R1 RCM Inc. and MDA Space.

Dr. Tal Shavit Shenhav has served on our board of directors since 2000. Dr. Shavit Shenhav is an organizational consultant specializing in international collaboration between Israeli and American companies, consulting in the management of cultural differences in order to forge effective collaboration. Her work with leading management teams includes the definition of organizational culture as the engine of such company's activities. She consults with companies undergoing structural change with emphasis on organizational growth through effective mergers and acquisitions and a redefining of management roles in order to meet market changes.

Shai Weiss has served on our board of directors since 2018. Mr. Weiss is the Chief Executive Officer of Virgin Atlantic, one of the most innovative airlines in the world. Mr. Weiss joined Virgin Atlantic as Executive Vice President and Chief Financial Officer in July 2014 from Virgin Management Ltd, where he had been an Investment Partner since 2012 and was a Founding Partner of Virgin Green Fund. Prior to joining Virgin Group, he held several senior management positions at ntl:Telewest (now Virgin Media), the UK and Europe's largest cable operator. Mr. Weiss was part of the turn-around of ntl with roles including Managing Director of Consumer Products, Director of Operations, and Director of Financial Planning for the Consumer division. Mr. Weiss was also behind the merger between Virgin Mobile UK and ntl:Telewest and the re-brand to Virgin Media. Prior to ntl, Mr. Weiss established the European office of early-stage technology venture fund JVP and was a senior associate with Morgan Stanley. He holds an M.B.A. degree from Columbia University and a BBA degree from City University of New York, Baruch College.

Of the individuals mentioned above, only Gil Shwed owned more than one percent of our outstanding shares as of December 31, 2023. Additional details are provided in this Item 6, under the caption “Share ownership” and in “Item 7 – Major Shareholders and Related Party Transactions”.

Some of our directors are board members of multiple companies, some of which may be technology companies. The board of directors has determined that there are no current conflicts of interest with respect to any of our directors.

The terms of Gil Shwed, Jerry Ungerman, Dr. Tal Shavit Shenhav, Tzipi Ozer-Armon, Jill Smith and Shai Weiss will expire at our 2024 annual meeting of shareholders. The term of Ray Rothrock will expire at our 2026 annual meeting of shareholders and the terms of Yoav Chelouche and Guy Gecht will expire at our 2024 annual meeting of shareholders.

There are no arrangements or understandings with major shareholders, customers, suppliers or others, pursuant to which any of the directors or members of senior management are elected.

Compensation of Directors and Officers

The total direct cash compensation that we accrued for our directors and executive officers as a group, including those who left the company during 2023, was approximately \$3.7 million for the year ended December 31, 2023. These amounts include \$0.3 million that were set aside or accrued to provide for severance and retirement insurance policies in 2023. These amounts do not include amounts accrued for expenses related to business travel, professional and business association dues and other business expenses reimbursed to officers. We do not have any agreements with our director who is also an officer that provide for benefits upon termination of employment, except for severance payments mandated by Israeli law for all employees employed in Israel.

Following is a summary of the salary and benefits paid in 2023 (i) to our five most highly compensated executive officers (referred to as the “Covered Executives”) and (ii) to our non-executive directors.

Cash Compensation

Mr. Gil Shwed, Chief Executive Officer and Director. Cash compensation expenses recorded in 2023 consisted of \$19.4 thousands in salary expenses, and \$5.8 thousands in benefit costs. Mr. Shwed requested to forego his salary and bonus for 2023, as he has done in the past. Following consideration of Mr. Shwed’s request, our compensation committee and board of directors have determined that Mr. Shwed will not receive a bonus for 2023, and did not receive any cash compensation for 2023 except for an amount equal to the minimum wage required under Israeli law.

Dr. Dorit Dor, Chief Technology Officer. Compensation expenses recorded in 2023 included \$374.9 thousands in salary expenses and \$87.4 thousands in benefit costs.

Mr. Itai Greenberg, Chief Strategy Officer and Head of Cloud Security Business. Compensation expenses recorded in 2023 included \$232.7 thousands in salary expenses and \$63.3 thousands in benefit costs.

Mr. Sharon Schusheim, Chief Services Officer. Compensation expenses recorded in 2023 included \$265.9 thousands in salary expenses and \$66.7 thousands in benefit costs.

Ms. Rupal Hollenbeck, President. Compensation expenses recorded in 2023 included \$688.0 thousands in salary expenses and \$85.0 thousands in benefit costs.

The salary expenses summarized above include the gross salary paid to the Covered Executives, and the benefit costs include the social benefits paid by us on behalf of the Covered Executives, including convalescence pay, contributions made by the company to an insurance policy or a pension fund, work disability insurance, severance, educational fund and payments for social security. We do not lease vehicles for our Covered Executives.

In accordance with the company’s executive compensation policy, we also paid cash bonuses upon compliance with predetermined 2023 performance parameters set by the Compensation Committee and the Board of Directors. The 2023 cash bonus expenses for Dr. Dor, Mr. Greenberg, Mr. Schusheim and Ms. Hollenbeck were \$322.8 thousands, \$119.7 thousands, \$140.4 thousands, and \$467.3 thousands, respectively. As noted above, Mr. Shwed did not receive a cash bonus for 2023. For the non-U.S. executives, the cash compensation amounts paid were denominated in Israeli Shekels and converted into U.S. Dollars at the exchange rate as of year-end and were paid in 2024 with respect to compliance with pre-determined 2023 performance metrics.

We currently pay each of our non-executive directors an annual cash retainer of \$40.0 thousands for the services provided to our board of directors and an annual cash retainer of \$7.5 thousands for each committee membership. In addition, we pay the chairman of our board of directors and the lead independent director an annual cash retainer of \$20.0 thousands, the chair of our audit committee an annual cash retainer of \$7.5 thousands and the chair of each of our nominating, sustainability and corporate governance committee and compensation committee an annual cash retainer of \$2.5 thousands. Only directors who are not officers receive compensation for serving as directors.

Equity-based Compensation

From time to time, we grant options and other awards under our equity incentive plans (described below) to our executive officers and directors. See Item 10 “Additional Information – Compensation of Executive Officers and Directors; Executive Compensation Policy” for a detailed description of the approval procedures we follow in compensating our directors and executive officers.

Our non-employee directors receive an automatic option grant and are also eligible for discretionary awards under the plans. Each non-employee director who is first elected or appointed to the board of directors is granted an option to purchase 25,000 ordinary shares and restricted share units (RSUs) with a value of \$200.0 thousands on the date of the initial election or appointment, vesting in equal annual installments over a four-year period. On the date of each annual general meeting of shareholders, each non-employee director who is to continue to serve as a non-employee director after the annual meeting is granted an option to purchase an additional 5,000 ordinary shares and RSUs with a value of \$150.0 thousands, of which 50% vest six months after the grant date, 25% vest nine months after the grant date, and another 25% vest a year after the grant date, provided that the director has served as a non-employee director for at least six months prior to the date of the annual meeting. The directors in office immediately prior to the date of initial appointment or election, or of the annual meeting, as applicable, may determine to reduce the initial or annual grant to all non-employee directors or specific non-employee directors.

On August 3, 2023, following the approval of our Compensation Committee, Board of Directors and the company’s shareholders at the 2023 Annual General Meeting, we granted Mr. Gil Shwed, our Chief Executive Officer and Director, options to purchase 0.5 million ordinary shares at an exercise price equal to 100% of the closing price of the ordinary shares on the Nasdaq Global Select Market on the date of the grant, vesting gradually over a period of four years with the vesting of options to purchase 0.2 million ordinary shares (40% of the grant) also subject to long-term company performance goals.

During 2023, we granted our executive officers and directors options to purchase an aggregate of approximately 0.6 million shares and approximately 0.07 million RSUs and PSUs under our equity incentive plans. The exercise price of these options range between \$126.16-\$136.26, and their expiration dates range between December 2029 and October 2030.

All options granted to directors and executive officers in 2023 were granted with an exercise price equal to 100% of the closing price of the ordinary shares on the Nasdaq Global Select Market on the applicable date of grant.

We recorded equity-based compensation expenses in our financial statements for the year ended December 31, 2023 for Mr. Shwed, Dr. Dor, Mr. Greenberg, Mr. Schusheim and Ms. Hollenbeck of \$17.9 million, \$5.4 million, \$1.4 million, \$1.3 million and \$1.7 million, respectively. Assumptions and key variables used in the calculation of such amounts are described in Note 2y to our audited consolidated financial statements included in Item 18 of this Annual Report. All equity-based compensation grants to our Covered Executives were made in accordance with the parameters of our company’s executive compensation policy and were approved by the company’s Compensation Committee and Board of Directors, and, in the case of the equity-based compensation granted to the Chief Executive Officer, also by the company’s shareholders in accordance with the Israeli Companies Law.

As of December 31, 2023, our executive officers and directors held options to purchase an aggregate of approximately 7.0 million shares and held 0.18 million RSUs and PSUs under our equity incentive plans. The exercise prices of these options range between \$91.78 and \$136.26, and their expiration dates range between June 2024 and October 2030.

Other than as specified in the share ownership table under the caption “Share ownership” below, none of our directors and executive officers holds more than 1% of our outstanding shares.

Composition of Board of Directors

Our board of directors currently consists of eight members, including three outside directors in accordance with the requirements of the Israeli Companies Law. See “Outside and Independent Directors”. Under our articles of association, the number of directors on our board is to be no less than six and no more than twelve. Each director (other than an outside director as described below) is elected to serve until the next annual general meeting of shareholders and until his or her successor has been elected. Each executive officer is elected by the board of directors and serves at the discretion of the board. All of our executive officers and directors, other than non-employee directors, devote substantially all of their working time to our business. There are no family relationships among any of our directors, officers or key employees.

As permitted under the Israeli Companies Law, our articles of association provide that any director may, by written notice to us, appoint another person to serve as an alternate director or may cancel the appointment of an alternate director. Any person eligible to serve as a director, other than a person who is already a director or an alternate director, may act as an alternate director. The term of appointment of an alternate director may be for one meeting of the board, for a specified period of time, a specified meeting or action of the board or until notice is given of the cancellation of the appointment. No director has appointed, and, to our knowledge, no director currently intends to appoint, any other person as an alternate director. We do not have any service contracts with our directors providing for benefits upon termination of service.

Outside and Independent Directors

Outside directors. In accordance with the Israeli Companies Law and the relevant regulations, we must have at least two outside directors who meet the Israeli statutory requirements of independence. At least one of the outside directors is required to have “financial and accounting expertise” and the other outside director or directors are required to have “professional expertise,” all as defined under the Israeli Companies Law. Our board of directors has determined that each of Yoav Chelouche, Guy Gecht and Ray Rothrock has “financial and accounting expertise,” and each of Guy Gecht and Ray Rothrock has “professional expertise”.

An outside director serves for a term of three years, which may be extended for additional three-year terms. An outside director can be removed from office only under very limited circumstances. All of the outside directors must serve on the company’s audit committee and compensation committee (including one outside director serving as the chair of the audit committee and the compensation committee), and at least one outside director must serve on each committee of the board of directors. As of December 31, 2023, Yoav Chelouche, Guy Gecht and Ray Rothrock are our outside directors under the Israeli Companies Law. Yoav Chelouche’s and Guy Gecht’s term of office will expire in 2024, and Ray Rothrock’s term of office will expire in 2026.

Pursuant to the Israeli Companies Law Regulations, an Israeli company traded on Nasdaq that does not have a “controlling shareholder” (as defined in the Israeli Companies Law) may elect not to appoint Outside Directors to its Board of Directors and not to comply with the Audit Committee and Compensation Committee composition and chairman requirements of the Israeli Companies Law (as described above); *provided*, that the company complies with the applicable Nasdaq independent director requirements and the Nasdaq Audit Committee and Compensation Committee composition requirements. Accordingly, Check Point is eligible to adopt the relief provided by the amended Israeli regulations. To date, Check Point has not elected to adopt such relief.

Independent directors. The Sarbanes-Oxley Act of 2002, as well as related rules subsequently implemented by the Securities and Exchange Commission and the Nasdaq Global Select Market, requires issuers to comply with various corporate governance practices. Under the rules applicable to us as a foreign private issuer, we are required to have a majority of independent directors within the meaning of the applicable Nasdaq regulations. Our board of directors complies with these requirements by including a majority of members who are independent directors within the meaning of the applicable Nasdaq regulations.

Pursuant to the Israeli Companies Law, an Israeli company whose shares are publicly traded may elect to adopt a provision in its articles of association pursuant to which a majority of its board of directors (or a third of its board of directors in case the company has a controlling shareholder) will consist of individuals complying with certain independence criteria prescribed by the Israeli Companies Law, as well as certain other recommended corporate governance provisions. Although we have not included these provisions in our articles of association because our board of directors already complies with the independence requirements and the corporate governance rules of the Nasdaq Global Select Market, as described below, a majority of our board of directors and all the members of our audit committee, compensation committee and nominating, sustainability and corporate governance committee are directors who comply with the independence criteria prescribed by the Israeli Companies Law.

Our board of directors has determined that each of Yoav Chelouche, Guy Gecht, Tzipi Ozer-Armon, Ray Rothrock, Tal Shavit Shenhav, Jill Smith, Jerry Ungerman, and Shai Weiss is an independent director under the applicable Nasdaq regulations and the Israeli Companies Law. Our independent directors have regularly held meetings at which only independent directors are present.

Committees of the Board of Directors

Our articles of association provide that the board of directors may delegate all of its powers to committees of the board as it deems appropriate, subject to the provisions of Israeli law. Our board of directors has established an audit committee, a compensation committee and a nominating, sustainability and corporate governance committee.

Audit Committee. Under the Israeli Companies Law, the board of directors of any public company must establish an audit committee. The audit committee must consist of at least three directors, must include all of the outside directors (including one outside director serving as the chair of the audit committee), and a majority of the committee members must comply with the director independence requirements prescribed by the Israeli Companies Law.

The audit committee may not include the chairman of the board, or any director employed by us, by a controlling shareholder or by any entity controlled by a controlling shareholder, or any director providing services to us, to a controlling shareholder or to any entity controlled by a controlling shareholder on a regular basis, or any director whose income is primarily dependent on a controlling shareholder, and may not include a controlling shareholder or any relatives of a controlling shareholder. Individuals who are not permitted to be audit committee members may not participate in the committee's meetings other than to present a particular issue at the request of the chair of the committee. However, an employee who is not a controlling shareholder or relative may participate in the committee's discussions but not in any vote, and the company's legal counsel and corporate secretary (if they are not a controlling shareholder or relative) may participate in the committee's discussions and votes if requested by the committee.

In addition, the Nasdaq regulations also require us to maintain an audit committee consisting of at least three directors, all of whom must be independent under the Nasdaq regulations applicable to audit committee members and each of whom is financially literate and one of whom has accounting or related financial management expertise. Yoav Chelouche is the chairman of the audit committee. Guy Gecht, Tzipi Ozer-Armon and Ray Rothrock serve as the other members of our audit committee. The audit committee has adopted a written audit committee charter as required by the Nasdaq regulations.

The audit committee's duties include providing assistance to the board of directors in fulfilling its legal and fiduciary obligations in matters involving our accounting, auditing, financial reporting, internal control and legal compliance functions. In this respect the audit committee approves the services performed by our independent accountants and reviews their reports regarding our accounting practices and systems of internal accounting controls. The audit committee also oversees the audits conducted by our independent accountants and takes those actions, as it deems necessary, to satisfy itself that the accountants are independent of management. Under the Israeli Companies Law, the audit committee is also required to monitor whether there are any deficiencies in the administration of our company, including by consulting with the internal auditor and independent accountant, to review, classify and approve related party transactions and extraordinary transactions, to review the internal auditor's audit plan and to establish and monitor whistleblower procedures.

Under the Israeli Companies Law, a meeting of the audit committee is properly convened if a majority of the committee members attend the meeting and, in addition, a majority of the attending committee members are independent directors within the meaning of the Israeli Companies Law, and include at least one outside director.

Compensation Committee. Under the Israeli Companies Law, the board of directors of any public company must establish a compensation committee. The compensation committee must consist of at least three directors, include all of the outside directors (including one outside director serving as the chair of the compensation committee), and a majority of the committee members must comply with the director independence requirements prescribed by the Israeli Companies Law.

Similar to the rules that apply to the audit committee, the compensation committee may not include the chairman of the board, or any director employed by us, by a controlling shareholder or by any entity controlled by a controlling shareholder, or any director providing services to us, to a controlling shareholder or to any entity controlled by a controlling shareholder on a regular basis, or any director whose primary income is dependent on a controlling shareholder, and may not include a controlling shareholder or any of its relatives. Individuals who are not permitted to be compensation committee's members may not participate in the committee's meetings other than to present a particular issue; provided, however, that an employee that is not a controlling shareholder or its relative may participate in the committee's discussions but not in any vote. The company's legal counsel and corporate secretary may participate in the committee's discussions and votes if requested by the committee.

In addition, the Nasdaq rules also require us to maintain a compensation committee consisting of at least two independent directors. Each of the members of the compensation committee is required to be independent under Nasdaq rules relating to compensation committee members, which are different from the general test for independence of board and committee members. Each of the members of our compensation committee satisfies those requirements. Ray Rothrock is the chairman of the compensation committee. Yoav Chelouche and Guy Gecht serve as the other members of our compensation committee. The compensation committee has adopted a written compensation committee charter.

The compensation committee's duties include recommending to the board of directors a compensation policy for executives and monitor its implementation, approve compensation terms of executive officers, directors and employees affiliated with controlling shareholders, make recommendations to the board of directors regarding the issuance of equity incentive awards under our equity incentive plans, and exempt certain compensation arrangements from the requirement to obtain shareholder approval under the Israeli Companies Law.

Nominating, Sustainability and Corporate Governance Committee. The nominating, sustainability and corporate governance committee identifies prospective board candidates, recommends nominees for election to our board of directors, develops and recommends board member selection criteria, considers committee member qualification, supervises the selection and composition of committees of our board of directors, provides oversight in the evaluation of our board of directors and each committee, oversees our policies, programs and strategies related to environmental, social and governance (ESG) matters and develops and recommends to the board a set of corporate governance guidelines. Shai Weiss is the chairman of the nominating, sustainability and corporate governance committee. Tal Shavit Shenhav and Jill Smith serve as the other members of our nominating, sustainability and corporate governance committee. The nominating, sustainability and corporate governance committee has adopted a written nominating committee charter.

Employees

As of December 31, 2023, we had 6,450 employees as well as 277 subcontractors (194 subcontractors in 2022, 163 subcontractors in 2021) Over the past three years, the number of our employees by function was as follows:

Function:	As of December 31,		
	2023	2022	2021
Research, development and quality assurance	1,889	1,807	1,677
Marketing, pre sale, sales and business development	2,869	2,678	2,509
Customer support	1,027	926	905
Information systems, administration, finance and operation	665	615	551
Total	6,450	6,026	5,642

Over the past three years, the number of our employees by geographic area was as follows:

Function:	As of December 31,		
	2023	2022	2021
Israel	2,672	2,525	2,416
Americas	1,973	1,813	1,660
Rest of the World	1,805	1,688	1,566
Total	6,450	6,026	5,642

We are subject to Israeli labor laws and regulations with respect to our Israeli employees. The Israeli labor laws differ materially from U.S. labor laws and, in some cases, impose material obligations on us (such as severance pay and mandatory cost of living increases). We are also subject to the labor laws and regulations of other jurisdictions in the world where we have employees.

Share Ownership

The following table shows information regarding beneficial ownership by our directors and executive officers as of February 29, 2024. Beneficial ownership is determined in accordance with rules of the Securities and Exchange Commission.

All information with respect to the beneficial ownership of any principal shareholder has been furnished by such shareholder and, unless otherwise indicated below, we believe that persons named in the table have sole voting and sole investment power with respect to all of the shares shown as beneficially owned, subject to community property laws, where applicable. All shares shown as beneficially owned have identical rights in all respects. The shares beneficially owned by the directors include the shares owned by their family members to which such directors disclaim beneficial ownership.

The share numbers and percentages listed below are based on shares outstanding as of February 29, 2024.

Name	Number of shares beneficially owned (1)(5)	% of class of shares (2)	Title of securities covered by the options, RSUs and PSUs	Number of options, RSUs, and PSUs (3)	Exercise price of options	Date of expiration of options
Gil Shwed	29,804,551	25.6%(4)	Ordinary shares	4,920,000	\$ 114.23-\$131.96	06/06/2024-08/02/2030
All directors and officers as a group (13 persons including Mr. Shwed)(5)	30,851,436	26.2%	Ordinary shares	5,854,148	\$ 91.78-\$131.96	06/06/2024- 10/31/2030

- (1) The number of ordinary shares shown includes shares that each shareholder has the right to acquire pursuant to stock options that are exercisable and RSUs and PSUs that vest within 60 days after February 29, 2024.
- (2) If a shareholder has the right to acquire shares by exercising stock options or has RSUs and PSUs (as determined in accordance with footnote (1)), these shares are deemed outstanding for the purpose of computing the percentage owned by the specific shareholder (that is, they are included in both the numerator and the denominator), but they are disregarded for the purpose of computing the percentage owned by any other shareholder.
- (3) Number of options immediately exercisable or exercisable and RSUs and PSU that vest within 60 days from February 29, 2024.
- (4) The share amount and holding percentage includes unexercised stock options. Without such unexercised stock options, the 24,884,551 issued ordinary shares held by Gil Shwed represented 22.0% of the outstanding ordinary shares and voting rights as of February 29, 2024.
- (5) Other than Mr. Shwed, none of our executive officers and directors beneficially own more than 1% of our outstanding ordinary shares.

Equity Incentive Plans

The following table summarizes our equity incentive plans, which have outstanding awards as of December 31, 2023:

Plan	Outstanding options, RSUs & PSUs	Options outstanding exercise price	Date of expiration of options	Options exercisable
2005 United States Equity Incentive Plan	1,219,079	\$97.61-\$136.26	06/06/2024-10/31/2030	370,436
2005 Israel Equity Incentive Plan	8,781,708	\$91.78-\$131.96	06/06/2024-08/02/2030	5,532,046
Dome9 Equity Incentive Plan	226	\$12.99	12/21/2027	226

In 2005, we adopted our 2005 United States Equity Incentive Plan and our 2005 Israel Equity Incentive Plan, which were subsequently amended in January 2014, July 2018, August 2020 and August 2023. We refer to the plans, as amended, as the U.S. Equity Plan and the Israel Equity Plan, and, together, as the Equity Plans.

Number of Ordinary Shares Reserved for Future Grants under the Equity Plans

Following the amendments to the Equity Plans in July 2018, commencing December 31, 2018, on 31, December of each year, the number of Reserved and Authorized Shares (as defined below) under both Equity Plans together shall be automatically reset on such date to equal 10% of the sum of (i) the number of ordinary shares issued and outstanding on such date and (ii) the number of ordinary shares reserved and authorized under the Equity Plans for outstanding awards granted under the Equity Plans as of such date (provided, however, that in no event shall the number of Reserved and Authorized Shares be less than the number of ordinary shares reserved and authorized under the Equity Incentive Plans for outstanding awards granted under the Equity Incentive Plans as of such date). The number of “*Reserved and Authorized Shares*” under the Equity Plans shall equal the sum of (i) the number of ordinary shares reserved and authorized under the Equity Plans for outstanding awards granted under the Equity Plans as of such date, and (ii) the number of ordinary shares reserved, authorized and available for issuance under the Equity Plans on such date.

Accordingly, as of December 31, 2023, the number of Reserved and Authorized Shares under both Equity Plans together was reset to equal 12,290,744.

As of December 31, 2023, options to purchase 7,233,044 ordinary shares were outstanding under the Equity Plans and the Dome9 Equity Incentive Plan combined. The option exercise prices of the outstanding options as of December 31, 2023 range between \$12.99 and \$136.26 per share. As of December 31, 2023, 2,767,969 RSUs and PSUs were outstanding under the Equity Plans combined.

Administration

Both Equity Plans are administered by our board of directors or a committee of our board. The compensation committee of our board of directors currently operates as the administrator of the Equity Plans. The administrator has full power to determine the persons to whom awards shall be granted and the other terms of the awards granted, including (a) the number of shares subject to each award, (b) the duration of the related award agreement, (c) the time, manner and form of payment upon the exercise of an award, and (d) other terms and provisions governing the awards. The administrator also establishes the vesting schedule of awards that are granted.

2005 United States Equity Incentive Plan, as Amended

Awards. The U.S. Equity Plan provides for the following kinds of awards, which we refer to generically as awards: (i) Incentive Stock Options (ISOs), (ii) Non-statutory Stock Options (NSOs), (iii) Restricted Stock, (iv) Restricted Stock Units (RSUs), (v) Performance Shares, (vi) Performance RSUs (“PSUs”) and (vii) Deferred Stock Units. All of these awards can vest based on time or performance milestones.

Granting of options, price and duration. Our U.S. Equity Plan provides that each option will expire on the date stated in the notice of grant, which will not be more than seven years from its date of grant (or five years, in the case of an ISO granted to a person who on the date of grant owns 10% or more of our voting power). The exercise price of an option cannot be less than 100% of the fair market value per share on the date of grant (or 110% of the fair market value, in the case of an ISO granted to a person who on the date of grant owns 10% or more of our voting power). The administrator will fix the period within which the award can be exercised and the exercise price. No option award can vest until at least six months after the grant date.

Granting of awards, other than options, and price. The administrator can determine the conditions that must be satisfied, which typically will be based principally or solely on the recipient’s continuing to provide services to us, but conditions may also include a performance-based component. We can issue ordinary shares under grants of Restricted Stock, RSUs, Performance Shares and PSUs upon payment of their nominal value. No such award can vest until at least one year after the grant date. Deferred Stock Units consist of Restricted Stock, RSUs, Performance Shares, or PSUs that the administrator permits to be paid out in installments or on a deferred basis.

2005 Israel Equity Incentive Plan, as Amended

Awards. The Israel Equity Plan provides for the following kinds of awards, which we refer to generically as awards: (i) “Approved 102 Options/Shares,” which are grants to directors, employees and officers that are eligible for favorable tax treatment in Israel and which must be held by a trustee for a minimum period as prescribed by Israeli law; (ii) “Non-approved 102 Options/Shares,” which are grants of options or shares that are not eligible for favorable tax treatment in Israel and which may be held directly by the participants; (iii) Restricted Stock; (iv) RSUs; (v) Performance Shares; (vi) PSUs; and (vii) Deferred Stock Units. All of these awards can vest based on time or performance milestones.

Trustee. A trustee designated by our board of directors and approved by the Israel Tax Authority must hold any shares allocated or issued upon exercise of Approved 102 Options or other shares subsequently received following any realization of rights, including bonus shares (stock dividends), for at least the period of time specified by Section 102 of Israel's Income Tax Ordinance.

Granting of options, price and duration. Our Israel Equity Plan provides that each option will expire on the date stated in the option agreement, which will not be more than seven years from its date of grant. The exercise price of an option cannot be less than 100% of the fair market value per share on the date of grant. The administrator will fix the period within which the award can be exercised and the exercise price. No option award can vest until at least six months after the grant date.

Granting of awards, other than options, and price. The administrator can determine the conditions that must be satisfied, which typically will be based principally or solely on the recipient's continuing to provide services to us, but conditions may also include a performance-based component. We can issue ordinary shares under grants of Restricted Stock, RSUs, Performance Shares and PSUs upon payment of their nominal value. No such award can vest until at least one year after the grant date. Deferred Stock Units consist of Restricted Stock, RSUs, Performance Shares, or PSUs that the administrator permits to be paid out in installments or on a deferred basis.

Change of control arrangements. Upon a change of control of us, if the acquirer refuses to assume or provide substitute awards, then the administrator of the equity plans, which is currently the compensation committee of our board of directors, can either terminate all unvested awards or accelerate the vesting period of any award under our Equity Plans. The administrator also has the authority to accelerate the vesting of the ordinary shares subject to outstanding awards held by our directors, officers and employees in connection with the subsequent termination of some officers' employment following a change of control event

Dome9 Security Ltd. 2011 Share Option Plan and the 2016 Equity Incentive Subplan

In connection with our acquisition of Dome9 Security Ltd. in October 2018, we assumed certain outstanding Dome9 share options under the Dome9 Security Ltd. 2011 Share Option Plan and the 2016 Equity Incentive Subplan, or the Dome9 Equity Plan, which were converted into options to purchase 47,816 of our ordinary shares.

As of December 31, 2023, options to purchase 226 ordinary shares were outstanding under the Dome9 Equity Plan on that date. The single outstanding grant under this plan has a term of ten years, expiring in December 2027, and an option exercise price of \$12.99 per share. No further options can be granted under the Dome9 Equity Plan.

Employee Stock Purchase Plans

In 1996, we adopted an Employee Stock Purchase Plan, which was subsequently amended and restated in 2015, and further amended in June 2019, July 2020 and January 2024. We refer to the Employee Stock Purchase Plan, as amended and restated, as the US ESPP, and the Employee Stock Purchase Plan (Non-U.S. Employees), as the Non-US ESPP, and together with the US ESPP, as the "ESPPs". The ESPPs permit employees to purchase ordinary shares through payroll deductions.

As of February 29, 2024, 246,703 ordinary shares were available under the US ESPP and 669,590 ordinary shares were available under the Non-US ESPP.

Each ESPP has six-month offering periods, with purchases occurring in January and July. Each of the ESPPs will terminate on the earliest of (i) the last business day in January 2036, (ii) when no more shares are available for issuance under the applicable ESPP, or (iii) when all purchase rights under the applicable ESPP are granted or exercised in connection with a "Corporate Transaction" as defined in the applicable ESPP.

An eligible employee can purchase ordinary shares at a price of 85% of the fair market value of the ordinary shares at the beginning of the six-month offering period (or 85% of the fair market value of the ordinary shares on the semi-annual purchase date, if that is lower). Each eligible employee can elect to purchase ordinary shares under the ESPP in an amount of up to 15% of the employee's compensation, but not more than 1,250 shares per participant on any purchase date. Employees may terminate their participation in the ESPP at any time during the offering period, and participation ends automatically on termination of employment with us. Each outstanding purchase right will be exercised immediately prior to our merger or consolidation with another company. Our board of directors may amend or terminate each of the ESPPs immediately after the close of any purchase date.

Disclosure of a Registrant's Action to Recover Erroneous Awarded Compensation

None.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

The following table shows information as of December 31, 2023, 2022 and 2021, for each person who, to the best of our knowledge, beneficially owned more than 5% of our outstanding ordinary shares as December 31, 2023:

Name of Five Percent Shareholders	No. of shares beneficially held (1)(3)	% of class of shares (2)	No. of shares beneficially held (1)	% of class of shares (2)	No. of shares beneficially held (1)	% of class of shares (2)
	December 31, 2023		December 31, 2022		December 31, 2021	
Gil Shwed	29,744,539	25.3%(3)	29,149,766	23.3%	28,369,738	21.4%

- (1) The amount includes ordinary shares owned by each of the individuals, directly or indirectly, and options immediately exercisable or that are exercisable within 60 days from December 31st, of each of the years shown in this table.
- (2) If a shareholder has the right to acquire ordinary shares by exercising stock options exercisable within 60 days from December 31st, of each of the years shown in this table, these Ordinary shares are deemed outstanding for the purpose of computing the percentage owned by the specific shareholder (that is, they are included in both the numerator and the denominator), but they are disregarded for the purpose of computing the percentage owned by any other shareholder.
- (3) The share amount and holding percentage includes the unexercised stock options. Without such unexercised stock options, the 24,884,539 issued ordinary shares held by Gil Shwed represented 22.0% of the outstanding ordinary shares and voting rights as of December 31, 2023.

Our major shareholders do not have different voting rights from other shareholders with respect to our ordinary shares.

According to our transfer agent, as of December 31, 2023, there were 106 holders of record of our ordinary shares in the United States, representing approximately 80.77% of our outstanding shares. The number of record holders in the United States is not representative of the number of beneficial holders nor is it representative of where such beneficial holders are resident since many of these ordinary shares were held by brokers or other nominees.

We are not controlled by another corporation or by any foreign government, directly or through any other entity. Each of our outstanding ordinary shares has identical rights in all respects.

ITEM 8. FINANCIAL INFORMATION

Consolidated Financial Statements

You can find our financial statements in “Item 18 – Financial Statements”.

Dividend policy

We currently do not intend to distribute any amounts as dividend in the near-term. During 2013, we entered into a settlement agreement with the Israel Tax Authority, resulting in the full release of the profits we generated under the Israeli Law for the Encouragement of Capital Investments (the “Investment Law”) through the year ended December 31, 2011 (known in Israel as “trapped profits”), provided that in accordance with the Investment Law and the regulations thereunder, during the five years commencing 2013, we were obligated to meet certain conditions which included investment in (i) production assets (as defined therein), (ii) research and development activities in Israel and (iii) employment payments for certain new employees (other than office holders) added after 2011. We believe we met those conditions. For amounts that will be distributed as dividends from the non-trapped earnings, we will be exempt from additional taxes.

Legal Proceedings

We operate our business in various countries, and accordingly attempt to utilize an efficient operating model to structure our tax payments based on the laws in the countries in which we operate. This can cause disputes between us and various tax authorities in different parts of the world. In particular, following audits of the Company’s 2016 through 2020 corporate tax returns, the Israeli Tax Authority (the “ITA”) issued in January 2023 orders for the years 2016 through 2019 challenging our positions on several issues, including matters such as our position to claim a tax credit made for foreign taxes withheld on income payments that was due to us outside of Israel, taxation of interest earned outside of Israel by a wholly-owned Singapore subsidiary which the ITA is seeking to tax in Israel and deductibility of expenses attributed to employee stock options. The ITA orders also contest our positions on various other issues. The ITA therefore demanded the payment of additional taxes in the aggregate amount of NIS 479 million (approximately \$132 million), not including an amount of NIS 421 million (approximately \$116 million) related to expenses that will be deductible in future years, with respect of these four tax years (these amounts include interest and indexation through December 31, 2023). We believe we have good arguments against these orders and on November 29, 2023, filed an appeal to the District Court of Tel Aviv against these orders.

In addition, the ITA has issued tax assessment for the 2020 tax year, presenting similar arguments as those in the orders for the tax years 2016-2019, in which it demanded the payment of additional taxes in the aggregate amount of NIS 84 million (approximately \$23 million), not including an amount of NIS 95 million (approximately \$26 million) related to expenses that will be deductible in future years, with respect to this year (these amounts include interest and indexation through December 31, 2023). On December 31, 2023 we submitted an initial stage tax appeal against the 2020 tax assessment to the ITA (the Company may appeal such order to the district court). There is no assurance that the ITA will accept our positions on the matters raised and, if it does not, the ITA may also issue an order with respect to the 2020 tax year.

We are the defendant in various other lawsuits, including employment-related litigation claims, lease termination claims and other legal proceedings in the normal course of our business. Litigation and governmental proceedings can be expensive, lengthy and disruptive to normal business operations, and can require extensive management attention and resources, regardless of their merit. While we currently intend to defend the aforementioned matters vigorously, we cannot predict the results of complex legal proceedings, and an unfavorable resolution of a lawsuit or proceeding could materially adversely affect our business, results of operations and financial condition.

ITEM 9. THE OFFER AND LISTING

Our ordinary shares are traded publicly on the Nasdaq Global Select Market under the symbol “CHKP” and on the Frankfurt Stock Exchange under the symbol “CPW”.

ITEM 10. ADDITIONAL INFORMATION

We were incorporated in Israel in July 1993, and we are registered with the Israeli Registrar of Companies as public company number 52-004282-1.

The objectives and purposes stated in our memorandum of association are to engage in any lawful activity. We develop, market and support a wide range of products and services for IT security, and offer our customers an extensive portfolio of network security, endpoint security, data security and management solutions. A broad range of our network security solutions operate under a unified security architecture, with central management and enforcement of security policy, and with centralized real-time security updates. Our products and services are sold to enterprises, service providers, small and medium-sized businesses and consumers.

Articles of Association and Israeli Companies Law

The following is a summary of the material provisions of our articles of association and related provisions of the Israeli Companies Law. For the complete text of our articles of association, see “Item 19 – Exhibits”.

Description of shares

Our authorized share capital consists of the following: (i) 500,000,000 ordinary shares, NIS 0.01 nominal value; (ii) 5,000,000 preferred shares, NIS 0.01 nominal value; and (iii) 10 deferred shares, NIS 1.00 nominal value.

Please refer to Exhibit 2.1 for Items 10.B.3, B.4, B.6, B.7, B.8, B.9 and B.10.

Approval of certain transactions; obligations of directors, officers and shareholders

Officers and directors. The Israeli Companies Law codifies the fiduciary duties that office holders, which under the law, includes our directors and executive officers, owe to a company.

Fiduciary duties. An office holder's fiduciary duties consist of a duty of loyalty and a duty of care.

The duty of loyalty requires an office holder to act in good faith and for the benefit of the company, including to avoid any conflict of interest between the office holder's position in the company and personal affairs, and proscribes any competition with the company or the exploitation of any business opportunity of the company in order to receive personal advantage for himself or herself or for others. This duty also requires an office holder to reveal to the company any information or documents relating to the company's affairs that the office holder has received due to his or her position as an office holder. A company may approve any of the acts mentioned above; provided, however, that all the following conditions apply: the office holder acted in good faith; neither the act nor the approval of the act prejudices the good of the company; and the office holder disclosed the essence of his or her personal interest in the act, including any substantial fact or document, in a reasonable time before the date for discussion of the approval. A director is required to exercise independent discretion in fulfilling his or her duties and may not be party to a voting agreement with respect to his or her vote as a director. A violation of these requirements is deemed a breach of the director's duty of loyalty.

The duty of care requires an office holder to act with a level of care that a reasonable office holder in the same position would employ under the same circumstances. This includes the duty to use reasonable means to obtain information regarding the advisability of a given action submitted for his or her approval or performed by virtue of his or her position and all other relevant information material to these actions.

Disclosure of personal interest. The Israeli Companies Law requires that an office holder promptly disclose to the company any personal interest that he or she may have and all related material information or documents known to him or her, in connection with any existing or proposed transaction by the company. "Personal interest," as defined by the Israeli Companies Law, includes a personal interest of any person in an act or transaction of the company, including a personal interest of his relative or of a corporation: (i) in which that person or a relative of that person holds 5% or more of the shares, a holder of 5% or more of the voting rights, or a director or general manager, or (ii) in which he or she has the right to appoint at least one director or the general manager, and includes shares for which the person has the right to vote pursuant to a power-of-attorney. "Personal interest" does not apply to a personal interest stemming merely from holding shares of the company.

The office holder must immediately make the disclosure of his or her personal interest and no later than the first meeting of the company's board of directors that discusses the particular transaction. This duty does not apply to the personal interest of a relative of the office holder in a transaction unless it is an "extraordinary transaction". The Israeli Companies Law defines an "extraordinary transaction" as a transaction that is not in the ordinary course of business of a company, or that is not on market terms, or which is likely to have a material impact on the company's profitability, assets or liabilities. The Israeli Companies Law defines a "relative" as a spouse, sibling, parent, grandparent, descendant and the descendant, sibling or parent of a spouse, as well as the spouse of any of the foregoing.

Approvals. The Israeli Companies Law provides that a transaction with an office holder or a transaction in which an office holder has a personal interest requires the board approval, unless the transaction is an extraordinary transaction or the articles of association provide otherwise. The transaction shall not be approved if it is adverse to the company's interest. If the transaction is an extraordinary transaction, or if it concerns exculpation, indemnification, insurance or compensation of an office holder, then the approval of the company's compensation committee and the board of directors is required, except if the compensation arrangement is an immaterial amendment to an existing compensation arrangement of an officer who is not a director (in which case the approval of the compensation committee is sufficient). Exculpation, indemnification, insurance or compensation of a director or the Chief Executive Officer also requires shareholder approval.

A person who has a personal interest in a matter that is considered at a meeting of the board of directors or the audit committee generally may not attend that meeting or vote on that matter, unless a majority of the board of directors or the audit committee also has a personal interest in the matter or if such person is invited by the chairman of the board of directors or audit committee, as applicable, to present the matter being considered. If a majority of the board of directors has a personal interest in the transaction, all directors may attend that meeting and vote, and a shareholder approval would be required as well.

Shareholders. The Israeli Companies Law imposes the same disclosure requirements described above on a controlling shareholder of a public company that it imposes on an office holder. For this purpose, a "controlling shareholder" is defined as any shareholder who has the ability to direct the company's actions, including any shareholder holding 25% or more of the voting rights, if no other shareholder owns more than 50% of the voting rights in the company. Two or more shareholders with a personal interest in the approval of the same transaction are deemed to be one shareholder.

Under the Israeli Companies Law, a shareholder has a duty to act in good faith toward the company and the other shareholders, and to refrain from abusing his or her power in the company, which includes, among other things, voting in the general meeting of shareholders on the following matters:

- any amendment to the articles of association,

- an increase of the company's authorized share capital,
- a merger, or
- approval of interested party transactions that require shareholder approval.

In addition, any controlling shareholder, any shareholder who can determine the outcome of a shareholder vote, and any shareholder who can appoint or prevent the appointment of an office holder under the company's articles of association, is under a duty to act with fairness towards the company. The Israeli Companies Law provides that a breach of the duty of fairness will be governed by the laws governing breach of contract. The Israeli Companies Law does not describe the substance of this duty.

Compensation of Executive Officers and Directors; Executive Compensation Policy

In accordance with the Israeli Companies Law, we have adopted a compensation policy for our executive officers and directors. The purpose of the policy is to describe our overall compensation strategy for our executive officers and directors and to provide guidelines for setting their compensation, as prescribed by the Israeli Companies Law. In addition, according to the Israeli Companies Law, the policy must be reviewed and readopted at least once every three years.

The adoption of the compensation policy requires the approval of the compensation committee, the board of directors and our shareholders, in that order. The shareholder's approval must include the majority of shares voted at the meeting. In addition to the majority vote, the shareholder approval must satisfy either of two additional tests:

- the majority includes at least a majority of the shares voted by shareholders other than our controlling shareholders or shareholders who have a personal interest in the adoption of the compensation policies; or
- the total number of shares held by non-controlling shareholders and disinterested shareholders that voted against the adoption of the compensation policies, does not exceed 2% of the aggregate voting rights of our company.

In accordance with the Israeli Companies Law, our policy was last readopted in August 2022 by the compensation committee, the board of directors and our shareholders.

Under the Israeli Companies Law, the compensation arrangements for officers (other than the Chief Executive Officer) who are not directors require the approval of the compensation committee and the board of directors; provided, however, that if the compensation arrangement is not in compliance with our executive compensation policy, the arrangement may only be approved by the compensation committee and the board of directors for special reasons to be noted, and the compensation arrangement shall also require a special shareholder approval. If the compensation arrangement is an immaterial amendment to an existing compensation arrangement of an officer who is not a director and is in compliance with our executive compensation policy, the approval of the compensation committee is sufficient.

Arrangements regarding the compensation of the Chief Executive Officer and directors require the approval of the compensation committee, the board and the shareholders, in that order. In certain limited cases, the compensation of a new Chief Executive Officer who is not a director may be approved without approval of the shareholders.

Clawback Policy

In 2023, we adopted a Clawback Policy in compliance with the SEC rules and Nasdaq listing standards to recover any excess incentive-based compensation from current and former executive officers after an accounting restatement.

A copy of the Clawback Policy is filed an exhibit to this Annual Report.

Indemnification and insurance of directors and officers; limitations on liability

Our articles of association allow us to indemnify, exculpate and insure our office holders to the fullest extent permitted under the Israeli Companies Law.

Under the Israeli Companies Law, we may indemnify an office holder for any of the following liabilities or expenses that they may incur due to an act performed or failure to act in his or her capacity as our office holder:

- Monetary liability imposed on the office holder in favor of a third party in a judgment, including a settlement or an arbitral award confirmed by a court.

- Reasonable legal costs, including attorneys' fees, expended by an office holder as a result of an investigation or proceeding instituted against the office holder by a competent authority, provided that such investigation or proceeding concludes without the filing of an indictment against the office holder, and either:
 - no financial liability was imposed on the office holder in lieu of criminal proceedings, or
 - financial liability was imposed on the office holder in lieu of criminal proceedings, but the alleged criminal offense does not require proof of criminal intent.
- Reasonable legal costs, including attorneys' fees, expended by the office holder or for which the office holder is charged by a court:
 - in an action brought against the office holder by us, on our behalf or on behalf of a third party,
 - in a criminal action in which the office holder is found innocent, or
 - in a criminal action in which the office holder is convicted, but in which proof of criminal intent is not required.

A company may indemnify an office holder in respect of these liabilities either in advance of an event or following an event. If a company undertakes to indemnify an office holder in advance of an event, the indemnification, excluding litigation expenses, must be limited to foreseeable events in light of the company's actual activities when the company undertook such indemnification, and reasonable amounts or standards, as determined by the board of directors.

A company may obtain insurance for an office holder against liabilities incurred in his or her capacity as an office holder. These liabilities include: a breach of duty of care to the company or a third party including a breach arising out of negligence of the office holder; and a breach of duty of loyalty and any monetary liability imposed on the office holder in favor of a third party. A company may also exculpate an office holder from a breach of duty of care in advance of that breach. Our articles of association provide that the exculpation can be made, either in advance or retroactively, to the extent permitted under Israeli law. A company may not exculpate an office holder from a breach of duty of loyalty towards the company or from a breach of duty of care concerning dividend distribution or a purchase of the company's shares by the company or other entities controlled by the company.

Under the Israeli Companies Law, a company may indemnify or insure an office holder against a breach of duty of loyalty only to the extent that the office holder acted in good faith and had reasonable grounds to assume that the action would not prejudice the company. In addition, a company may not indemnify, insure or exculpate an office holder against a breach of duty of care if the act or omission were committed intentionally or recklessly (excluding mere negligence), or with the intent to derive an unlawful personal gain, or for a fine or forfeit levied against the office holder in connection with a criminal offense.

We have resolved to indemnify our directors and officers, to the extent permitted by law and by our articles of association, for liabilities not covered by insurance, that are of certain enumerated types of events, and subject to limitations as to amount.

We have also entered into indemnification, insurance and exculpation agreements with our directors and officers undertaking to indemnify, insure and exculpate them to the full extent permitted by the Israeli Companies Law.

Charitable Contributions

Our articles of association authorize the company to contribute reasonable amounts to worthy causes. In accordance with our charitable contribution policy, we contribute from time to time to various worthy causes.

During 2023, the list of entities to which we contributed included, among others, the Tel Aviv University and the Yeholot Association. Gil Shwed, our founder and Chief Executive Officer, is a Governor of the Board of Governors of Tel Aviv University, the Chairman of the Board of Trustees of the Youth University of Tel Aviv University, the founder of Tel-Aviv University's Check Point Institute for Information Technology and the Chairman of the Board of Directors of Yeholot Association Founded by the Rashi Foundation whose charter is, among other things, to reduce the dropout rates in high schools.

Borrowing power

Our articles of association grant broad powers to the board of directors to have us borrow, repay borrowings, make guarantees and grant security interests in borrowings.

Availability of Annual Report on Form 20-F

In accordance with our articles of association and Nasdaq rules, we post our Annual Report on Form 20-F on our website (www.checkpoint.com), rather than mail it to shareholders.

Material Contracts

None.

Israeli Taxation, Foreign Exchange Regulation and Investment Programs

The following is a summary of the principal Israeli tax laws applicable to us, the Israeli Government programs from which we benefit, and Israeli foreign exchange regulations. This section also contains a discussion of material Israeli tax consequences to our shareholders who are not residents or citizens of Israel. This summary does not discuss all aspects of Israeli tax law that may be relevant to a particular investor in light of his or her personal investment circumstances, or to some types of investors subject to special treatment under Israeli law. Examples of investors subject to special treatment under Israeli law include residents of Israel, traders in securities, or persons who own, directly or indirectly, 10% or more of our outstanding voting capital, all of whom are subject to special tax regimes that are not covered in this discussion. Some parts of this discussion are based on new tax legislation that has not been subject to judicial or administrative interpretation. The discussion should not be construed as legal or professional tax advice and does not cover all possible tax consequences.

You are urged to consult your own tax advisor as to the Israeli and other tax consequences of the purchase, ownership and disposition of our shares, including, in particular, the effect of any non-Israeli, state or local taxes.

General corporate tax structure in Israel

Taxable income of Israeli companies is subject to tax at the rate of 23% since 2018.

However, as discussed below, the rate is effectively reduced for income derived from our Technological preferred enterprise.

Law for the Encouragement of Capital Investments, 1959 (“Investment Law”)

Among other changes, the new Law includes, Amendment 73 to the Investment Law (“Amendment 73”). Amendment 73 prescribes special tax tracks for technological enterprises. One of the tracks is for Technological preferred enterprise—an enterprise for which total consolidated revenues of its parent company and all subsidiaries are less than NIS 10 billion. A technological preferred enterprise, as defined in the Law, which is located in the center of Israel will be subject to tax at a rate of 12% on profits deriving from intellectual property. The special tax tracks under Amendment 73 are subject to rules issued by the Minister of Finance. On May 1, 2017, the Israeli Finance Minister signed tax regulations implementing the Organization for Economic Co-operation and Development’s (OECD’s) “nexus approach,” a base erosion and profit shifting (BEPS) requirement for intellectual property (IP) preferential tax regimes. The proposed regulations are subject to approval by the Parliament’s Finance Committee. On May 16, 2017 the Knesset Finance Committee approved the regulations effective as of January 1, 2017.

The benefits available to a Preferred Enterprise are conditioned upon terms stipulated in the Investment Law and the related regulations. If we do not fulfill these conditions, in whole or in part, the benefits can be cancelled, and we may be required to refund the benefits in an amount linked to the Israeli consumer price index plus interest. We believe that our Preferred Enterprise program currently operates, in compliance with all applicable conditions and criteria, but we cannot assure you that it will continue to do so.

We have derived, and expect to continue to derive, a substantial portion of our operating income from our Technological preferred enterprise. We are, therefore, eligible for reduced tax rates for an unlimited period.

To prepare our consolidated financial statements, we estimate our income taxes in each of the jurisdictions in which we operate. This process involves estimating our potential tax exposure together with assessing temporary differences resulting from the differing treatment of certain items for tax and accounting purposes.

These differences result in deferred tax assets and liabilities, which are included within our consolidated balance sheet.

Reduced income under the Investment Law including the Preferred Enterprise/Technological preferred enterprise Regime will be freely distributable as dividends, subject to a 15% or 20% withholding tax (or at lower rate, under an applicable tax treaty). However, upon the distribution of a dividend from Preferred/ Technological preferred Income to an Israeli company, no withholding tax will be remitted.

Our tax assessments through the 2015 tax year are considered final.

See also Item 3 “Key Information – Risk factors” – Risks Related to Our Business and Our Market – We are the defendants in various lawsuits and have been subject to tax disputes and governmental proceedings, which could adversely affect our business, results of operations and financial condition”.

The Inflation Reduction Act of 2022

On August 16, 2022, Congress passed the Inflation Reduction Act of 2022. The tax provisions impose the newly introduced 15% corporate alternative minimum tax on large corporations with average annual financial statement income exceeding \$1 billion USD and 1% excise tax on stock repurchases, which are both effective January 1, 2023. While we do not anticipate that these changes should impact our consolidated financial position, we will continue to monitor as new information and guidance becomes available.

Foreign Exchange Regulations

Under the Foreign Exchange Regulations, an Israeli company calculates its tax liability in U.S. dollars according to certain orders. The tax liability, as calculated in U.S. dollars is translated into NIS according to the exchange rate as of December 31 of each year.

Dividends, if any, paid to the holders of our shares, and any amounts payable upon our dissolution, liquidation or winding up, as well as the proceeds of any sale in Israel of our shares to an Israeli resident, may be paid in non-Israeli currency. If these amounts are paid in Israeli currency, they may be converted into freely repatriable U.S. dollars at the rate of exchange prevailing at the time of conversion. In addition, the statutory framework for the potential imposition of exchange controls has not been eliminated, and may be restored at any time by administrative action.

Equity Based Compensation

The Israeli tax legislation enables a company to grant options/shares through one of three tax tracks:

(a) the income tax track through a trustee pursuant to which the employee pays income tax rate (according to the marginal tax rate of the employee), up to 47% tax in 2021, 2022 and in 2023, plus payments to the National Insurance Institute and health tax on the profit gained upon the earlier to occur of the transfer of the options/shares or the underlying shares from the trustee to the employee or the sale of the options/shares or the underlying shares by the trustee, and the company may deduct expenses pertaining to the options/shares for tax purposes. The shares/options (or upon their exercise, the underlying shares), must be held by a trustee for a period of 12 months commencing from the date of which the options/shares were issued and deposited with the trustee. As of January 1, 2013, an additional tax was imposed in a rate of 3% ("the surtax"). Accordingly, and as of December 31, 2023 the marginal tax rate of an individual can reach 50% if the employee's taxable income for the year exceeded NIS 698,280.

(b) the capital gains tax track through a trustee pursuant to which the employee pays capital gains tax at a rate of 25% on the capital profit portion and marginal tax rate (including payments to the National Insurance Institute and health tax) on the income portion (in general, the income portion is the profit derived from the difference between the average market value of the share 30 days before the allotment date and the exercise price of the option/share) upon the earlier to occur of the transfer of the options/shares or the underlying shares from the trustee to the employee or the sale of the options/shares or the underlying shares by the trustee. (On the capital profit, the employee is not required to make payments to the National Insurance Institute and health tax). In this track, on the capital profit, we may not deduct expenses pertaining to the options/shares for tax purposes but may do so on the income portion. The shares/options (or upon their exercise, the underlying shares), must be held by a trustee for a period of 24 months commencing from the date of which the options/shares were issued and deposited with the trustee (with respect to options/shares granted before January 1, 2006, a period of 30 months commencing from the date of which the options/shares were granted or a period of 24 months commencing from the date of which the options/shares were issued and deposited with the trustee, whichever route is selected). As of January 1, 2013, an additional tax was imposed in a rate of 3% ("the surtax"). Accordingly, and as of December 31, 2023 the marginal tax rate of an individual can reach 50% if the employee's taxable income for the year exceeded NIS 698,280.

(c) the income tax track without a trustee pursuant to which the employee pays income tax rate (according to the marginal tax rate of the employee up to 47% in 2021, 2022 and in 2023, plus payments to the National Insurance Institute and health tax on the profit at the allotment date, and pays capital gains tax at a rate of 25% or 30% on the capital profit upon the sale of the underlying shares/shares, and we may not deduct expenses pertaining to the capital gain for tax purposes but may deduct expenses pertaining to the profit at the allotment date. As of January 1, 2013, an additional tax was imposed in a rate of 3% ("the surtax"). Accordingly, and as of December 31, 2023 the marginal tax rate of an individual can reach 50% if the employee's taxable income for the year exceeded NIS 698,280.

In accordance with the provisions of the Israeli Tax Ordinance, if a company has selected the capital gains track, the company must continue granting options/shares under the selected capital gains track until the end of the year following the year in which the first grant of options/shares under that trustee track will be made.

We implement the capital gain track on RSUs, PSUs and stock options granted to our employees and directors and the income tax track without a trustee on our ESPP.

Notwithstanding the above, the company may at any time also grant options/shares under the provisions of the income tax track without a trustee.

The above rules apply only to employees, including officeholders but excluding controlling shareholders.

Controlling shareholders will be taxable under section 3(i) to the tax ordinance, according to which, the individual pays income tax rate (according to the marginal tax rate of the individual, up to 47% in 2021, 2022 and in 2023) on the profit upon the sale of the underlying shares/shares. As of January 1, 2013, the surtax is imposed. Accordingly, the marginal tax rate of an individual increased by 3% if the employee's taxable income in 2023 exceeded NIS 698,280 (as updated from time to time). Hence, the employee's marginal tax rate can reach 50%.

Taxation of Non-Israeli Subsidiaries

Non-Israeli subsidiaries are generally taxed based upon tax laws applicable in their countries of residence. In accordance with the provisions of Israeli-controlled foreign corporation rules, certain income of a non-Israeli subsidiary, if the subsidiary's primary source of income is passive income (such as interest, dividends, royalties, rental income or income from capital gains), which are subject to tax at a rate which does not exceed 15% in the foreign corporation's jurisdictions may be deemed distributed as a dividend to the Israeli parent company and consequently is subject to Israeli taxation. This tax regime will not apply where the subsidiary's dividend income is derived from taxable profits that were subject to tax exceeding 15%. An Israeli company that is subject to Israeli taxes on such deemed dividend income of its non-Israeli subsidiaries may generally receive a credit for non-Israeli income taxes paid by the subsidiary in its country of residence.

Taxation of Non-Israeli Shareholders on Receipt of Dividends

Under Israeli tax law, a distribution of dividends from income attributable to an Approved Enterprise, Privileged Enterprise, Preferred Enterprise or Technological preferred enterprise will be subject to tax in Israel at the rate of 15%/20%, which is withheld and paid by the company paying the dividend (,apply on Approved Enterprise or Privileged Enterprise which are not considered Foreign Investors Company only if the dividend is distributed during the benefits period or within the following 12 years). However, if the dividend is attributable partly to income derived from an Approved and Privileged Enterprise, and partly to other sources of income, the withholding rate will be a blended rate reflecting the relative portions of the two types of income. Any distribution of dividends from income that is not attributable to an Approved Enterprise, Privileged Enterprise Preferred Enterprise or Technological preferred enterprise will be subject to tax in Israel at the rate of 25% (or to a reduced tax rate if is distributing to a foreign shareholder based on an applicable tax treaty), except that dividends distributed to an individual who is deemed "a substantial shareholder" will be subject to tax at the rate of 30% (or at a lower rate based on an applicable tax treaty).

Under the United States-Israel tax treaty, the maximum tax on dividends paid to a holder of shares of our capital stock who is a United States resident is 25%.

Dividends received by a United States company that holds at least 10% of our voting rights, will be subject to withholding tax at the rate of 12.5% or 15%, depends on the nature of the taxable income, provided that certain other conditions in the tax treaty are met. Dividends distributed to other foreign shareholders may be subject to different withholding tax rates based on the applicable tax treaty.

A non-resident of Israel who has interest or dividend income derived from or accrued in Israel, from which tax was withheld at the source, is generally exempt from the duty to file tax returns in Israel in respect of such income, provided such income was not derived from a business conducted in Israel by the taxpayer.

Capital Gains Taxes Applicable to Non-Israeli Shareholders

According to Israeli domestic tax law, capital gains from the sale of our shares by non-Israeli shareholders (including United States residents) are exempt from Israeli taxation under the Israeli domestic tax law, provided that the capital gain is not derived from a permanent establishment in Israel.

A non-resident of Israel who has interest or dividend income derived from or accrued in Israel, from which tax was withheld at the source, is generally exempt from the duty to file tax returns in Israel in respect of such income, provided such income was not derived from a business conducted in Israel by the taxpayer.

United States Federal Income Tax Considerations

The following discussion describes certain material U.S. federal income tax considerations relating to the direct or indirect ownership or disposition of our shares by a shareholder who is:

- An individual citizen or resident (as defined for U.S. federal income tax purposes) of the United States;
- A domestic partnership;

- A corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States or any of its states;
- An estate, if the estates income is subject to U.S. federal income taxation; or

A trust, if a U.S. court is able to exercise primary supervision over its administration and one or more U.S. persons (e.g., a U.S. citizen, resident, or corporation) have the authority to control all of its substantial decisions or the trust has a valid election in effect under U.S. Treasury Regulations to be treated as a “United States person”. We refer to any of the above as a “U.S. Shareholder”.

This discussion is based on the provisions of the Internal Revenue Code of 1986, as amended, referred to as the “Code”, U.S. Treasury Regulations promulgated under the Code and administrative and judicial interpretations of the Code, all as in effect as of the date of this Annual Report. This discussion generally considers only U.S. Shareholders who will hold our shares as capital assets.

This summary discussion does not address tax considerations applicable to a U.S. Shareholder that may be subject to special tax rules including, without limitation, the following:

- Aspects of U.S. federal income taxation relevant to U.S. Shareholders by reason of their particular circumstances (including potential application of the alternative minimum tax);
- U.S. Shareholders subject to special treatment under the U.S. federal income tax laws, such as banks, financial institutions, insurance companies, broker-dealers or traders in securities;
- U.S. Shareholders that are tax-exempt organizations and pension funds;
- U.S. Shareholders that are former citizens or long-term residents of the United States;
- U.S. Shareholders that are partnerships or entities treated as partnerships or other pass-through entities and persons who own our shares through such entities, and non-U.S. individuals or entities;
- U.S. Shareholders that are real estate investment trusts or regulated investment companies;
- U.S. Shareholders who own 10% or more of our outstanding voting shares, either directly or by attribution;
- U.S. Shareholders who hold our shares as part of a hedging, straddle, integrated, or conversion transaction;
- U.S. Shareholders who acquire their shares of our capital stock in a “compensatory transaction”;
- U.S. Shareholders whose “functional currency” for U.S. federal income tax purposes is not the U.S. dollar; and
- Any aspect of U.S. estate, gift, state, or local tax law, or any non-U.S. tax law.

The following summary does not address all of the tax consequences of owning or disposing of our shares to you based on your individual tax circumstances. Accordingly, you should consult your own tax advisor as to the particular tax consequences to you of owning or disposing of our shares, including the effects of applicable state, local, or non-U.S. tax laws and possible changes in the tax laws.

Dividends Paid on the Company’s Shares

Subject to the discussion below under “Passive Foreign Investment Company Status,” a U.S. Shareholder, as defined above, may be required to include in gross income the amount of any distributions made with respect of our shares (and any Israeli taxes withheld on such distributions) to the extent that the distributions are paid out of our current or accumulated earnings and profits, as determined for U.S. federal income tax purposes. We do not calculate earnings and profits under United States federal income tax principles.

Certain non-corporate U.S. Shareholders may qualify for preferential rates of taxation with respect to dividends on our capital stock if the dividends are “qualified dividend income”. Qualified dividend income generally includes dividends paid by a U.S. corporation or a “qualified foreign corporation”. A non-U.S. corporation, such as ours, generally will be considered to be a qualified foreign corporation if (i) our shares are readily tradable on an established securities market in the United States, or (ii) we are eligible for the benefits of a comprehensive U.S. income tax treaty determined to be satisfactory to the U.S. Department of the Treasury for purposes of this provision and which includes an exchange of information provision. The U.S. Department of the Treasury and the Internal Revenue Service have determined that the United States-Israel tax treaty is satisfactory for this purpose. In addition, the U.S. Department of the Treasury and the Internal Revenue Service have determined that our shares are considered readily tradable on an established securities market if they are listed on an established securities market in the United States, such as the Nasdaq Global Select Market. The information returns, reporting the dividends paid to U.S. Shareholders, will identify the amount of dividends eligible for the reduced rates.

U.S. Income Tax Treatment of Dividends

Any distributions in excess of earnings and profits will be treated first as non-taxable return of capital, reducing a U.S. Shareholder's tax basis in our shares to the extent of the distributions, and then as capital gain from a sale or exchange of our shares. Any capital gain so realized will generally be taxable to the U.S. Shareholder as either long-term or short-term capital gain depending upon whether the U.S. Shareholder has held our shares for more than one year as of the time such distribution is received. Our dividends will generally not qualify for the dividends received deduction available to corporations. Any cash distribution paid in Israeli Shekels will equal the U.S. dollar value of the distribution, calculated based on the spot exchange rate in effect on the date of the distribution, regardless of whether the foreign currency is converted into U.S. dollars at that time. Any foreign currency gain or loss a U.S. Shareholder realizes on a subsequent conversion of foreign currency into U.S. dollars will be U.S. source ordinary income or loss. A 10% or more U.S. shareholder may have additional concerns not noted here.

Credit for Israeli Taxes

Subject to certain conditions and limitations, a U.S. Shareholder of an Israeli corporation may be eligible for a foreign tax credit to offset a portion of the U.S. tax liability assessed on Israeli sourced income when repatriated to the U.S. The U.S. Internal Revenue Code provides a foreign tax credit limitation on the amount of foreign tax credits that may be used during each taxable year. This limitation requires detailed knowledge of the mechanics of the rules proscribed in the code and support regulations. Under no circumstances, can foreign tax credits be used to offset a U.S. tax assessment on U.S. source income, and the credit may not exceed the U.S. tax assessment on foreign income.

A U.S. Shareholder may elect to claim a foreign tax credit on its U.S. federal income tax return for foreign taxes paid or accrued, alternatively, the U.S. Shareholder may elect to claim a deduction for Israeli income tax withheld or paid, but only if the shareholder elects to do so for all foreign income taxes of the same year. Special rules for determining a U.S. Shareholder's foreign tax credit limitation apply in the case of qualified dividend income. Rules similar to those concerning adjustments to the foreign tax credit limitation to reflect any capital gain rate differential also apply to any qualified dividend income. The rules relating to foreign tax credits are complex and each U.S. Shareholder should consult his, her, or its own tax advisor to determine whether and if the specific shareholder would be entitled to this credit.

Sale, Exchange, or Other Disposition of Our Shares

The sale or exchange of our shares may result in the recognition of capital gain or loss for the U.S. Shareholder. The amount of gain or loss is the difference between the U.S. dollar value of the amount realized on the sale or exchange and the tax basis in our shares. If a U.S. Shareholder's holding period for our shares exceeds one year at the time of the disposition, the amount of the shareholder's gain or loss generally will be long-term capital gain or loss. Long-term capital gains of non-corporate U.S. Shareholders realized upon a sale or exchange of shares generally will be eligible for a preferential rate of taxation. The deductibility of capital losses may be subject to limitation. Gain or loss recognized by a U.S. Shareholder on a sale or exchange of shares generally will be treated as U.S. source income or loss for U.S. foreign tax credit purposes.

Additional Tax on Investment Income

U.S. Shareholders that are individuals, estates or trusts and whose income exceeds certain thresholds may be subject to a 3.8% tax on all or a portion of their "net investment income", including, among other things, dividends on and capital gains from the sale or other disposition of our shares, subject to certain limitations and exceptions.

Passive Foreign Investment Company Status

Based upon our income, assets and activities, we believe that we are not currently, and have not been in prior years, a passive foreign investment company (PFIC) for U.S. federal income tax purposes. We do not currently anticipate that we will be a PFIC for any subsequent year. We would be classified as a PFIC if, for any taxable year, either:

- 75% or more of our gross income in the taxable year is passive income, or
- 50% or more of the average percentage of our assets held during the taxable year produce or are held for the production of passive income.

For this purpose, passive income includes dividends, interest, royalties, rents, annuities and the excess of gain over losses from the disposition of assets that produce passive income.

If we were a PFIC for any taxable year during which you held shares as a U.S. Shareholder and you did not timely elect to treat us as a “qualified electing fund” under Section 1295 of the Code or elect to mark our shares to market, you would be subject to special tax rules that have a penalizing effect on the receipt of an “excess distribution” on our shares. Generally, a distribution is considered an excess distribution to the extent it exceeds 125% of the average annual distributions in the prior three years (or, if shorter, your holding period of our shares before the taxable year). You would also be subject to special tax rules that have a penalizing effect on the gain from the disposition of our shares, including the treatment if any such gain as ordinary income, not capital gain.

A U.S. Shareholder may be able to mitigate certain adverse tax consequences of holding shares in a PFIC by making a “qualified electing fund,” “deemed sale” or “mark-to-market” election. However, these elections require specific conditions to be met, for example, as a U.S. Shareholder you may make a qualified electing fund election only if we agree to furnish certain tax information annually. We do not presently prepare or provide this information, and this information may not be available to you if we are subsequently determined to be a PFIC. A number of specific rules and requirements apply to a U.S. Shareholder under any of the elections available to owners of a PFIC. You are advised to consult your tax advisor concerning these elections.

Information Reporting and Back up Withholding

Dividend payments and proceeds from the sale or disposal of shares may be subject to information reporting to the Internal Revenue Service and possible U.S. federal withholding tax. However, withholding taxes may not apply to a holder, in the event they furnish a valid taxpayer identification number or certificate of foreign status and makes any other required certification, or who is otherwise exempt from withholding (for example, a corporation). Amounts withheld as withholding taxes may be credited against a U.S. Shareholder’s federal income tax liability.

Other Reporting Requirements

Certain U.S. Shareholders who are individuals are required to report information relating to an interest in our shares, subject to certain exceptions (including an exception for shares held in accounts maintained by U.S. financial institutions) by filing IRS Form 8938 (Statement of Specified Foreign Financial Assets) with their federal income tax return. U.S. Shareholders are urged to consult their tax advisors regarding their information reporting obligations, if any, with respect to their ownership and disposition of our shares.

Documents on Display

This report and other information filed or to be filed by us with the Securities and Exchange Commission may be accessed at the Securities and Exchange Commission’s website, www.sec.gov. We intend to post our Annual Report on our website (www.checkpoint.com) promptly following the filing of our Annual Report with the Securities and Exchange Commission.

Additionally, documents referred to in this Annual Report may be inspected at our principal executive offices located at 5 Shlomo Kaplan Street, Tel Aviv 6789159, Israel.

Item 10J. Annual Report to Security Holders

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks that result primarily from weak economic conditions in the markets in which we sell our products, and from changes in exchange rates or in interest rates.

Interest Rate Risk

Our exposure to market risk for changes in interest rates relates primarily to our investment in fixed maturity marketable securities, and short-term bank deposits. Our marketable securities portfolio includes mainly government and government agencies debt instruments (U.S., European and other) and corporate debt instruments, which are exposed to changes in short-term interest rates. By policy, we limit the amount of credit exposure to any single issuer.

Investments in both fixed rate and floating rate interest bearing securities carry a degree of interest rate risk. Fixed rate securities may have their fair market value impacted due to a rise or fall in interest rates, while floating rate securities may produce less income than predicted if interest rates fall. Due in part to these factors, our income from investments may change in the future in the event that interest rates fluctuate.

During 2022 and 2023 global interest rates have risen which affected positively the yield on new investments in our investment portfolio and our interest income.

As of December 31, 2023 securities representing 15% of our investments portfolios are rated as AAA; securities representing 39% of the portfolio are rated between AA- and AA+; securities representing 45% of the portfolio are rated between A- and A+; securities representing 1% of the portfolio are rated as BBB+ or below.

The table below provides information regarding our investments in cash, cash equivalents, short-term bank deposits and marketable securities, as of December 31, 2023:

	Maturity					Total Par Value	Fair Value at Dec. 31, 2023
	2024	2025	2026	2027	2028		
	(in millions)						
Marketable securities:							
Debt securities issued by the							
U.S. Treasury and other							
U.S. government agencies	\$ 308.3	\$ 198.4	\$ 114.1	\$ 11.4	\$ 43.5	\$ 675.7	\$ 661.2
Debt securities issued by other							
governments	41.3	20.3	-	-	-	61.6	60.3
Corporate debt securities	605.4	416.9	398.9	201.0	72.3	1,694.5	1,648.0
Cash	79.8					79.8	79.8
Short-term bank deposits	52.5					52.5	52.5
Cash equivalents:							
Money market funds	175.4	-	-	-	-	175.4	175.4
Short term deposits	282.5	-	-	-	-	282.5	282.5
Total	\$ 1,545.2	\$ 635.6	\$ 513.0	\$ 212.4	\$ 115.8	\$ 3,022.0	\$ 2,959.7

Foreign Currency Risk

Most of our sales are denominated in U.S. dollars, and we incur majority of our expenses in U.S. dollar, Israeli Shekel and Euro currencies. According to the factors indicated in ASC 830, "Foreign Currency Matters," our cash flow, sale price, sales market, expense, financing and inter-company transactions, and arrangement indicators, are predominantly denominated in U.S. dollars. In addition, the U.S. dollar is the primary currency of the economic environment in which we operate, and thus, the U.S. dollar is our functional and reporting currency.

On our balance sheet, we convert into U.S. dollars all monetary accounts (principally liabilities) that are held in other currencies. For this conversion, we use the relevant foreign currency exchange rate at the balance sheet date. Any gain or loss that results from this conversion is reflected in the statement of income as financial income or financial expense, as appropriate.

We measure and record non-monetary accounts in our balance sheet in U.S. dollars. For this measurement, we use the U.S. dollar value in effect at the date that the asset or liability was initially recorded in our balance sheet (the date of the transaction).

We entered into forward contracts to hedge the foreign currency exchange impacts on assets and liabilities denominated in various foreign currencies. As of December 31, 2023, the total amount of outstanding forward contracts that did not qualify for hedge accounting was \$241.7 million. These contracts were for a period of up to twelve months. The net amount of gains and losses recognized in "financial income, net" during 2023 was a loss of \$6.2 million.

During 2023, we entered into forward contracts to hedge against the risk of overall changes in foreign currency exchange rates on future cash flow from payments of payroll and related expenses denominated in Israeli Shekel and Euro. These contracts qualified for cash flow hedge accounting and as such the net amount of gains and losses of \$18.6 million in gain was recognized when the related expense were incurred, and classified in operating expenses during 2023. As of December 31, 2023, the notional amount of outstanding forward contracts that qualified for cash flow hedge accounting was \$207.5 million and their fair value gain amount was \$1.3 million.

Our operating expenses may be affected by fluctuations in the value of the U.S. dollar as it relates to foreign currencies; with Israeli Shekel and Euro having the greatest potential impact. In managing our foreign exchange risk, we periodically enter into foreign exchange hedging contracts. Our goal is to mitigate the potential exposure with these contracts. By way of example, a 10% weakening in the value of the dollar relative to the currencies in which our operating expenses are denominated in 2023 would result in an increase in operating expenses of \$71 million for the year ended December 31, 2023. This calculation assumes that each exchange rate would change in the same direction relative to the U.S. dollar.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

There are no defaults, dividend arrearages, or delinquencies that are required to be disclosed.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

There are no material modifications to, or qualifications of, the rights of security holders that are required to be disclosed.

ITEM 15. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As of December 31, 2023, we performed an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and our management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective as of December 31, 2023, to provide reasonable assurance that the information required to be disclosed in filings and submissions under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission's rules and forms, and that such information related to us and our consolidated subsidiaries is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions about required disclosure.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets,
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors, and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Our management recognizes that there are inherent limitations in the effectiveness of any system of internal control over financial reporting, including the possibility of human error and the circumvention or override of internal control.

Accordingly, even effective internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation, and may not prevent or detect all misstatements. Further, because of changes in conditions, the effectiveness of internal control over financial reporting may vary over time.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2023. In conducting its assessment of internal control over financial reporting, management used the framework and criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) (the 2013 Framework) as of the end of the period covered by this report. Based on that evaluation, our management has concluded that our internal control over financial reporting was effective as of December 31, 2023.

Our financial statements and internal control over financial reporting have been audited by Kost, Forer, Gabbay & Kasierer (A Member of EY Global), an independent registered public accounting firm, which has issued an attestation report on our internal control over financial reporting included elsewhere in this Annual Report.

Changes in Internal Control over Financial Reporting

During the period covered by this Annual Report, no changes in our internal control over financial reporting have occurred that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors has determined that Mr. Yoav Chelouche is an "audit committee financial expert" and that he is independent under the applicable Securities and Exchange Commission and Nasdaq Global Select Market rules.

ITEM 16B. CODE OF ETHICS

Our board of directors adopted a Code of Ethics that applies to all of our employees, directors and officers, including the Chief Executive Officer, Chief Financial Officer, principal accounting officer or controller and other individuals who perform similar functions as well as to contractors working on a regular basis with Check Point. The Code of Ethics is updated from time to time and was last updated in 2023. The Code of Ethics and Business Conduct is available on our website. You can obtain a copy of our Code of Ethics without charge, by sending a written request to our investor relations department at Check Point Software Technologies, Inc., Attn: Investor Relations, 959 Skyway Road, Suite 300, San Carlos, California 94070 U.S.A.; Tel: 650-628-2000; Email: ir@us.checkpoint.com

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**Fees and Services**

The following table sets forth the aggregate fees for the audit and other services provided by Kost, Forer, Gabbay & Kasierer, a member of EY Global and other members of EY Global during the years ended December 31, 2023 and 2022:

	Year Ended December 31, 2023		Year Ended December 31, 2022	
	Amount	Percentage	Amount	Percentage
	(in millions, except percentages)			
Audit fees (1)	\$ 0.8	66%	\$ 0.8	67%
Audit related fees (2)	0.1	10%	*)	3%
Tax fees (3)	0.3	24%	0.3	30%
Total	\$ 1.2	100%	\$ 1.1	100%

*) Represents an amount lower than \$0.1 million.

- (1) "Audit fees" are fees for audit services for each of the years shown in this table, including fees associated with the annual audit (including audit of our internal control over financial reporting) and reviews of our quarterly financial results submitted on Form 6-K, consultations on various accounting issues and audit services provided in connection with other statutory or regulatory filings.
- (2) "Audit-related fees" are fees for professional services related to information systems audits.
- (3) "Tax fees" are fees for professional services rendered by our auditors for tax compliance, tax planning and tax advice on actual or contemplated transactions, tax consulting associated with international transfer prices and employee benefits.

Audit committee's pre-approval policies and procedures

Our audit committee chooses and engages our independent auditors to audit our financial statements, with the approval of our shareholders as required by Israeli law. Our audit committee adopted a policy requiring our management to obtain the audit committee's approval before engaging our independent auditors to provide any audit or permitted non-audit services to us or our subsidiaries. This policy, which is designed to assure that such engagements do not impair the independence of our auditors, requires pre-approval from the audit committee on an annual basis for the various audit and non-audit services that may be performed by our auditors. In addition, the audit committee limited the aggregate amount of fees our auditors may have received during 2023 and 2022, and will receive during 2024 for non-audit services in certain categories.

Our Chief Financial Officer reviews all management requests to engage our auditors to provide services and approves a request if the requested services are of those that have received pre-approval from our audit committee. We inform our audit committee of these approvals at least quarterly and prior to the commencement of the related services. If the services are not included in those categories that were pre-approved by our audit committee, then specific approval is needed from our audit committee before these services are commenced. Our audit committee is not permitted to approve the engagement of our auditors for any services that would be inconsistent with maintaining the auditors' independence or that are not permitted by applicable law.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

None.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

As of December 31, 2023 and since we started repurchases programs, we repurchased the company's ordinary shares for an aggregate amount of \$14,373 million. On February 13, 2023 the Company announced the expansion of the Company's on-going share repurchase program by an additional \$2 billion. Under the current plan, the Board of Directors authorized repurchases of ordinary shares at the pace of up to \$325 million a quarter. Under the repurchase programs, share purchases may be made from time to time depending on market conditions, share price, trading volume and other factors and will be funded from available working capital.

During 2023, we used \$1,288 million to repurchase approximately 9.9 million ordinary shares, which were repurchased under our repurchase program. The table below provides detailed information.

Period	Total Number of Ordinary Shares Purchased (1)	Average Price per Ordinary Share	Approximate Dollar Amount Available for Repurchase under the Plans or Programs
January 1 – January 31	0.8	\$ 128	\$ 385
February 1 – February 28	0.8	\$ 125	\$ 2,289
March 1 – March 31	1.0	\$ 126	\$ 2,160
April 1 – April 30	0.6	\$ 131	\$ 2,086
May 1 – May 31	1.3	\$ 121	\$ 1,928
June 1 – June 30	0.7	\$ 126	\$ 1,836
July 1 – July 31	0.7	\$ 127	\$ 1,749
August 1 – August 31	1.1	\$ 131	\$ 1,610
September 1 – September 30	0.7	\$ 135	\$ 1,511
October 1 – October 31	0.7	\$ 134	\$ 1,411
November 1 – November 30	0.7	\$ 140	\$ 1,315
December 1 – December 31	0.8	\$ 150	\$ 1,198
Total	9.9	\$ 131	

(1) All the Ordinary Shares were purchased as part of publicly announced plans or programs.

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not applicable.

ITEM 16G. CORPORATE GOVERNANCE

As a foreign private issuer whose shares are listed on the Nasdaq Global Select Market, we are permitted to follow certain home country corporate governance practices instead of certain requirements of the Nasdaq Marketplace Rules.

We do not comply with the Nasdaq requirement that an issuer listed on the Nasdaq Global Select Market have a quorum requirement that in no case be less than 33 1/3% of the outstanding shares of the company's common voting stock. Our articles of association, consistent with the Israeli Companies Law, provide that the quorum requirements for an adjourned meeting are the presence of a minimum of two shareholders present in person. As such, our quorum requirements for an adjourned meeting do not comply with the Nasdaq requirements and we instead follow our home country practice.

In addition, we follow our home country law, instead of the Nasdaq Marketplace Rules, which require that we obtain shareholder approval for the establishment or amendment of certain equity based compensation plans and arrangements. Under Israeli law and practice, in general, the approval of the board of directors is required for the establishment or amendment of equity based compensation plans and arrangements, unless the arrangement is for the benefit of a director or a controlling shareholder, in which case compensation committee or audit committee and shareholder approval are also required.

As a foreign private issuer listed on the Nasdaq Global Select Market, we may also follow home country practice with regard to, among other things, composition of the board of directors, compensation practices and compensation committee practices, director nomination process and regularly scheduled meetings at which only independent directors are present. In addition, we may follow our home country practice, instead of the Nasdaq Global Select Market rules, which require that we obtain shareholder approval for certain dilutive events, such as for an issuance that will result in a change of control of the company, certain transactions other than a public offering involving issuances of a 20% or more interest in the company and certain acquisitions of the stock or assets of another company. A foreign private issuer that elects to follow a home country practice instead of Nasdaq rules must submit to Nasdaq in advance a written statement from an independent counsel in such issuer's home country certifying that the issuer's practices are not prohibited by the home country's laws. In addition, a foreign private issuer must disclose in its annual reports filed with the Securities and Exchange Commission or on its website each such requirement that it does not follow and describe the home country practice followed by the issuer instead of any such requirement. Accordingly, our shareholders may not be afforded the same protection as provided under Nasdaq's corporate governance rules.

See Item 3.D. "Key Information – Risk factors – Risks Related to Our Operations In Israel – As a foreign private issuer whose shares are listed on the Nasdaq Global Select Market, we may follow certain home country corporate governance practices instead of certain Nasdaq requirements," Item 6 "Directors, Senior Management and Employees – Board Practices" and Item 10 "Additional Information – Articles of Association and Israeli Companies Law" for a detailed description of the significant ways in which the registrant's corporate governance practices differ from those followed by U.S. companies under the listing standards of the Nasdaq Global Select Market.

ITEM 16H. MINE SAFETY DISCLOSURE

Not applicable.

ITEM 16I. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable

ITEM 16J. INSIDER TRADING POLICIES

We have adopted a written insider trading policy governing the purchase, sale, and other dispositions of our securities by directors, senior management, and employees that are reasonably designed to promote compliance with applicable insider trading laws, rules and regulations, and any listing standards applicable to us.

A copy of the Insider Trading Policy, as amended on May 10, 2023, is filed as an exhibit to this Annual Report.

ITEM 16K. CYBERSECURITY

Cybersecurity Risk Management and Strategy

We have established policies and processes for assessing, identifying, and managing material risk from cybersecurity threats (as defined below), and have integrated these processes into our overall risk management systems and processes. We routinely assess material risks from cybersecurity threats, including any potential cybersecurity incidents (as defined below).

We conduct periodic risk assessments to identify cybersecurity threats, as well as assessments in the event of a material change in our business practices that may affect information systems (as defined below) that are vulnerable to such cybersecurity threats. These risk assessments include identification of reasonably foreseeable internal and external risks, the likelihood and potential damage that could result from such risks, and the sufficiency of existing policies, procedures, systems, and safeguards in place to manage such risks.

Following these risk assessments, we re-design, implement, and maintain reasonable safeguards to minimize identified risks; reasonably address any identified gaps in existing safeguards; and regularly monitor the effectiveness of our safeguards. We devote significant resources and designate high-level personnel, including our Chief Information Security Officer (CISO) who reports to our Chief Information Officer, to manage the risk assessment and mitigation process.

As part of our overall risk management process, we monitor and test our safeguards and train our employees on these safeguards, in collaboration with human resources, IT, and management. Personnel at all levels and departments are made aware of our cybersecurity policies through trainings.

We engage our internal auditors and other third parties in connection with our risk assessment processes. These service providers assist us to design and implement our cybersecurity policies and procedures in accordance with common best practices and methodologies, as well as to monitor and test our security controls.

We have not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected or are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition.

For additional information regarding whether any risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, have materially affected or are reasonably likely to materially affect our company, including our business strategy, results of operations, or financial condition, please refer to Item 3D, "Key Information – Risk Factors," in this Annual Report on Form 20-F, including the risk factors entitled "Other General Risks and Risks Related to the Ownership of Our Ordinary Shares - *Our information technology systems, networks and products and services have been, and may continue to be, subject to various security threats*"

Cybersecurity Governance

Our Board of Directors considers cybersecurity risk as part of its risk oversight function and has delegated to the Audit Committee oversight of cybersecurity and other information technology risks. The Audit Committee oversees management's implementation of our cybersecurity risk management program.

The Audit Committee receives quarterly reports from our Chief Information Officer on cybersecurity regarding our company's cybersecurity risks and activities, including any recent cybersecurity incidents and related responses, cybersecurity systems testing, activities of third parties, as well as any incidents with lesser impact potential.

Our Audit Committee provides updates to the board of directors on such reports.

Our management team, particularly our Chief Information Officer, oversees our cybersecurity policies and processes, including those described in "Cybersecurity Risk Management and Strategy" above, and is responsible for assessing and managing our material risks from cybersecurity threats. Our Chief Information Officer and his team have primary responsibility for our overall cybersecurity risk management program and supervise both our internal cybersecurity personnel and our retained external cybersecurity consultants. Our management team's experience includes our Chief Information Officer's 16 years of experience in IT services, who has been with Check Point since 2008.

Our Chief Information Officer supervises efforts to prevent, detect, mitigate, and remediate cybersecurity risks and incidents through various means, which may include briefings from internal security personnel; threat intelligence and other information obtained from governmental, public or private sources, including external consultants engaged by us; and alerts and reports produced by security tools deployed in the IT environment.

For purposes of this Item 16K:

- A "cybersecurity incident" means an unauthorized occurrence, or a series of related unauthorized occurrences, on or conducted through Check Point's information systems that jeopardizes the confidentiality, integrity, or availability of a registrant's information systems or any information residing therein.
- A "cybersecurity threat" means any potential unauthorized occurrence on or conducted through a registrant's information systems that may result in adverse effects on the confidentiality, integrity, or availability of Check Point's information systems or any information residing therein.
- "Information systems" means electronic information resources, owned or used by Check Point, including physical or virtual infrastructure controlled by such information resources, or components thereof, organized for the collection, processing, maintenance, use, sharing, dissemination, or disposition of Check Point's information to maintain or support Check Point's operations.

PART III

ITEM 17. FINANCIAL STATEMENTS

Check Point has responded to Item 18.

ITEM 18. FINANCIAL STATEMENTS

See beginning on page F-1 below.

ITEM 19. EXHIBITS

- [1](#) [Articles of Association of Check Point Software Technologies Ltd. \(1\)](#)
- [2.1](#) [Description of the rights of each class of securities registered under Section 12 of the Securities Exchange Act of 1934](#)
- [4.1](#) [Form of Director Insurance, Indemnification and Exculpation Agreement between Check Point Software Technologies Ltd. and its directors \(2\)](#)
- [4.2](#) [Check Point Software Technologies Ltd. 2005 Israel Equity Incentive Plan, as amended](#)
- [4.3](#) [Check Point Software Technologies Ltd. 2005 United States Equity Incentive Plan, as amended](#)
- [4.4](#) [Check Point Software Technologies Ltd. Employee Stock Purchase Plan, as Amended and Restated \(3\)](#)
- [4.5](#) [Check Point Software Technologies Ltd. Employee Stock Purchase Plan \(Non-U.S. Employees\) \(4\)](#)
- [4.6](#) [A translation of an agreement between Tzli Ad Ltd. and Check Point Software Technologies Ltd., for the purchase of the leasing rights of a building in Tel Aviv, Israel, dated as of March 19, 2006 \(5\)](#)
- [4.7](#) [Dome9 Security Ltd. 2011 Share Option Plan and the 2016 Equity Incentive Subplan \(6\)](#)
- [4.8](#) [Check Point Software Technologies Ltd. Executive Compensation Plan \(7\)](#)
- [4.9](#) [Insider Trading Policy](#)
- [8](#) [List of subsidiaries \(8\)](#)
- [12.1](#) [Certification of the Chief Executive Officer pursuant to §302 of the Sarbanes-Oxley Act of 2002](#)
- [12.2](#) [Certification of the Chief Financial Officer pursuant to §302 of the Sarbanes-Oxley Act of 2002](#)
- [13.1](#) [Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350](#)
- [13.2](#) [Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350](#)
- [15](#) [Consent of Kost, Forer, Gabbay & Kasierer, a Member of EY Global](#)
- [97.1](#) [Clawback Policy](#)
- 101 [Inline XBRL \(Extensible Business Reporting Language\) The following materials from Check Point Software Technologies Ltd.'s Annual Report on Form 20-F for the fiscal year-ended December 31, 2020, formatted in Inline XBRL:](#)
 - (i) Consolidated Statements of Operations, (ii) Consolidated Balance Sheets, (iii) Consolidated Statements of Shareholders' Equity/(Deficit) and Comprehensive Income/(Loss) (iv) Consolidated Statements of Cash Flows, (v) Notes to the Consolidated Financial Statements, (vi) Schedule II — Valuation and Qualifying Accounts and Reserves, and (vii) Cover Page
- 104 [Cover Page Interactive Data File \(formatted in Inline XBRL and contained in Exhibit 101\)](#)

-
- (1) Incorporated by reference to Exhibit 1 of Check Point's Annual Report on Form 20-F for the year ended December 31, 2005.
 - (2) Incorporated by reference to Exhibit 4.1 of Check Point's Annual Report on Form 20-F for the year ended December 31, 2005.
 - (3) Incorporated by reference to Exhibit 4.1 of Check Point's Registration Statement on Form S-8 (No. 333-207355) filed with the Securities and Exchange Commission on October 8, 2015.
 - (4) Incorporated by reference to Exhibit 4.5 of Check Point's Annual Report on Form 20-F for the year ended December 31, 2017.
 - (5) Incorporated by reference to Exhibit 4.11 of Check Point's Annual Report on Form 20-F for the year ended December 31, 2006.
 - (6) Incorporated by reference to Exhibit 4.2 of Check Point's Registration Statement on Form S-8 (No. 333-228075) filed with the Securities and Exchange Commission on October 31, 2018.
 - (7) Incorporated by reference to Annex A of Check Point's Report on Form 6-K filed with the Securities and Exchange Commission on July 27, 2022.
 - (8) Incorporated by reference to "Item 4 – Information on Check Point – Organizational Structure" in this Annual Report on Form 20-F.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

**CHECK POINT SOFTWARE TECHNOLOGIES
LTD.**

By: /s/ Gil Shwed
Gil Shwed
Chief Executive Officer

By: /s/ Roei Golan
Roei Golan
Chief Financial Officer

Date: April 2, 2024

CHECK POINT SOFTWARE TECHNOLOGIES LTD. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2023

IN U.S. DOLLARS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Check Point Software Technologies Ltd.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Check Point Software Technologies Ltd. and subsidiaries (the Company) as of December 31, 2023 and 2022, the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2023, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated April 2, 2024, expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Revenue from Contracts with Customers—Estimate of Standalone Selling Price

Description of the Matter

As described in Note 2 to the consolidated financial statements, the Company primarily derives revenues from sales of products and licenses, security subscriptions and software updates and maintenance. The Company's contracts with customers often contain multiple goods and services which are accounted for as separate performance obligations when they are distinct. The Company allocates the transaction price to the distinct performance obligations on a relative standalone selling price.

Auditing the management's determination of the standalone selling price required challenging and subjective auditor judgment due to the subjective assumptions used to establish the standalone selling price for each performance obligation. Standalone selling price for goods and services can evolve over time due to changes in the Company's pricing practices that are influenced by intense competition, changes in demand for products and services, and economic factors, among others. This in turn led to significant auditor judgment, subjectivity and effort in performing procedures and evaluating audit evidence related to management's determination of the standalone selling price.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of the Company's revenue process, including controls over the development and review of assumptions used to determine the standalone selling prices.

Our substantive audit procedures included testing management's determination of standalone selling prices for each performance obligation, including, among others, assessing the appropriateness of the methodology applied, testing mathematical accuracy of the underlying data and evaluated the sources of the historical data and assumptions that the Company used by considering their reliability. We also performed sensitivity analyses over key assumptions to assess the impact on revenue recognition that could result from changes to the Company's assumptions. We also evaluated the Company's disclosures included in notes to the consolidated financial statements.

Uncertain Tax Positions

Description of the Matter

As discussed in Note 11 to the consolidated financial statements, the Company operates its business in various countries, and accordingly attempts to utilize an efficient operating model to structure its tax payments based on the laws in the countries in which the Company operates. This can cause disputes between the Company and various tax authorities in different parts of the world. The Company uses significant judgment in (1) determining whether a tax position's technical merits are more-likely-than-not to be sustained and (2) measuring the amount of tax benefit that qualifies for recognition.

Auditing management's analysis of the Company's uncertain tax positions was especially subjective and complex due to the significant judgments made by management to determine the provisions for tax uncertainties. These provisions are based on interpretations of complex tax laws and determination of arm's length pricing for certain intercompany transactions. The assumptions underlying the provisions for uncertain tax positions include the potential tax exposure resulting from management's interpretations and the determination of the cumulative probability that the uncertain tax position will be upheld upon regulatory examination.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's process to assess and review their uncertain tax positions. For example, we tested the controls over the review of assumptions used in the estimation calculation such as the Company's review over existing and potential tax controversies and tax audit results, and the computation of the impact to uncertain tax positions and tax reserves.

Our audit procedures included, among others, evaluating the assumptions the Company used to develop its uncertain tax positions and related unrecognized income tax benefit amounts by jurisdiction and testing the completeness and accuracy of the underlying data used by the Company to calculate its uncertain tax positions. Our audit procedures also included, with the assistance of our tax professionals, evaluating the technical merits of the Company's tax positions and the amounts recorded for uncertain tax positions. This included assessing the Company's correspondence with the relevant tax authorities and evaluating income tax opinions or other third-party advice obtained by the Company based on our knowledge of, and experience with, the application of international and local income tax laws by the relevant income tax authorities. We also evaluated the Company's financial statement disclosures related to these tax matters.

Business combinations

Description of the Matter

As described in Note 3 to the consolidated financial statements, on September 13, 2023, the Company acquired 100% of the equity shares of Perimeter 81 Ltd. (Perimeter 81) for a total consideration of \$503.1 million (the "Perimeter 81 Acquisition"). The Perimeter 81 Acquisition was accounted for as a business combination in accordance with ASC 805 "Business Combinations".

Auditing the Company's accounting for the Perimeter 81 Acquisition was complex due to the significant estimation uncertainty in determining the fair values of identified intangible assets, which consisted of technology of \$ 99.6 million and customer relationships of \$57.0 million.

The significant estimation uncertainty in determining the fair values of identified intangible assets was primarily due to the sensitivity of the respective fair values to underlying assumptions about the future performance of the acquired business. The significant assumptions used to estimate the fair value of the technology and customer relationships intangible assets included discount rates and certain assumptions that form the basis of the forecasted results, such as revenue growth rates, profitability margins and estimated costs. These significant assumptions are forward-looking and could be affected by future economic and market conditions.

How We Addressed the Matter in Our Audit

In our audit we obtained an understanding, evaluated the design and tested the operating effectiveness of internal controls over the Perimeter 81 Acquisition. This included testing controls over the estimation process supporting the recognition and measurement of identified intangible assets, and management's judgment and evaluation of underlying assumptions and estimates with regards to the fair values of the identified intangible assets.

To test the estimated fair value of the technology and customer relationships intangible assets, we performed audit procedures that included, among others, evaluating the Company's selection of the valuation methodology, evaluating the methods and significant assumptions used by the Company, and evaluating the completeness and accuracy of the underlying data supporting the significant assumptions and estimates. We involved our valuation specialists to assist with our evaluation of the methodology used by the Company and significant assumptions included in the fair value estimates. For example, we compared the revenue growth rates and expected costs to historical financial information, comparable companies and market and economic trends. We also performed a sensitivity analysis of the discount rate, profit margins, revenue projections and estimated expected costs to evaluate the change in the fair value resulting from changes in the assumptions.

/s/ KOST FORER GABBAY & KASIERER
A Member of EY Global

We have served as the Company's auditor since 1994.

Tel-Aviv, Israel
April 2, 2024



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Check Point Software Technologies Ltd.

Opinion on Internal Control Over Financial Reporting

We have audited Check Point Software Technologies Ltd. and subsidiaries' internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Check Point Software Technologies Ltd. and subsidiaries (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2023 and 2022, the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2023, and the related notes and our report dated April 2, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitation of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KOST FORER GABBAY & KASIERER
A Member of EY Global

Tel-Aviv, Israel
April 2, 2024

CONSOLIDATED BALANCE SHEETS

In millions

	December 31,	
	2023	2022
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 537.7	\$ 196.0
Short-term bank deposits	52.5	431.1
Marketable securities	939.8	1,010.5
Trade receivables, net	657.7	644.2
Prepaid expenses and other assets	70.0	50.0
Total current assets	2,257.7	2,331.8
LONG-TERM ASSETS:		
Marketable securities	1,429.7	1,865.6
Property and equipment, net	80.4	82.8
Deferred tax asset, net	81.8	77.6
Intangible assets, net	194.1	58.8
Goodwill	1,554.4	1,236.7
Other assets	97.4	71.5
Total long-term assets	3,437.8	3,393.0
Total assets	\$ 5,695.5	\$ 5,724.8

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED BALANCE SHEETS (CONT'D)

In millions (except share and per share data)

	December 31,	
	2023	2022
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Trade payables	\$ 48.3	\$ 29.6
Employees and payroll accruals	241.8	223.7
Deferred revenues	1,413.8	1,363.4
Accrued expenses and other liabilities	212.2	222.5
Total current liabilities	1,916.1	1,839.2
LONG-TERM LIABILITIES:		
Deferred revenues	493.9	514.4
Income tax accrual	436.1	419.7
Other liabilities	28.4	22.2
Total long-term liabilities	958.4	956.3
Total liabilities	2,874.5	2,795.5
SHAREHOLDERS' EQUITY:		
Ordinary shares, NIS 0.01 par value, 500,000,000 shares authorized at December 31, 2023 and 2022; 261,223,970 shares issued at December 31, 2023 and 2022; 112,906,427 and 120,761,971 shares outstanding at December 31, 2023 and 2022, respectively	0.8	0.8
Additional paid-in capital	2,732.5	2,500.7
Treasury shares at cost, 148,317,543 and 140,461,999 ordinary shares at December 31, 2023 and 2022, respectively	(13,041.2)	(11,802.1)
Accumulated other comprehensive loss	(39.2)	(97.9)
Retained earnings	13,168.1	12,327.8
Total shareholders' equity	2,821.0	2,929.3
Total liabilities and shareholders' equity	\$ 5,695.5	\$ 5,724.8

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME

In millions (except share and per share data)

	Year ended December 31,		
	2023	2022	2021
Revenues:			
Products and licenses	\$ 497.4	\$ 554.9	\$ 513.9
Security subscriptions	981.2	858.0	755.2
Software updates and maintenance	936.1	917.0	897.7
Total revenues	2,414.7	2,329.9	2,166.8
Cost of products and licenses *)	99.3	145.6	110.7
Cost of security subscriptions *)	57.0	41.4	35.9
Cost of software updates and maintenance *)	112.3	105.5	103.0
Amortization of technology	14.0	11.9	8.5
Total cost of revenues	282.6	304.4	258.1
Research and development	368.9	349.9	292.7
Selling and marketing	747.1	675.2	597.8
General and administrative	117.0	116.1	110.7
Total operating expenses	1,515.6	1,445.6	1,259.3
Operating income	899.1	884.3	907.5
Financial income, net	76.5	44.0	42.1
Income before taxes on income	975.6	928.3	949.6
Taxes on income	135.3	131.4	134.0
Net income	\$ 840.3	\$ 796.9	\$ 815.6
Basic earnings per ordinary share	\$ 7.19	\$ 6.37	\$ 6.13
Number of shares used in computing basic earnings per share	116,913,913	125,205,504	133,121,763
Diluted earnings per ordinary share	\$ 7.10	\$ 6.31	\$ 6.08
Number of shares used in computing diluted earnings per share	118,347,749	126,338,989	134,110,048

*) Not including amortization of technology shown separately.

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

In millions (except share and per share data)

	Year ended December 31,		
	2023	2022	2021
Net income	\$ 840.3	\$ 796.9	\$ 815.6
Other comprehensive income (loss)			
Change in unrealized gains (losses) on marketable securities:			
Unrealized gains (losses) arising during the period, net of tax	49.1	(93.4)	(38.5)
Losses (gains) reclassified into earnings, net of tax	5.2	*)	(1.7)
	<u>54.3</u>	<u>(93.4)</u>	<u>(40.2)</u>
Change in unrealized gains (losses) on cash flow hedges:			
Unrealized losses arising during the period, net of tax	(12.0)	(25.4)	(0.1)
Losses (gains) reclassified into earnings, net of tax	16.4	21.5	(1.0)
	<u>4.4</u>	<u>(3.9)</u>	<u>(1.1)</u>
Other comprehensive income (loss), net of tax	<u>58.7</u>	<u>(97.3)</u>	<u>(41.3)</u>
Comprehensive income	<u>\$ 899.0</u>	<u>\$ 699.6</u>	<u>\$ 774.3</u>

*) Represents an amount lower than 0.1

The accompanying notes are an integral part of the consolidated financial statements.

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

In millions (except share and per share data)

	Ordinary shares	Additional paid-in capital	Treasury shares at cost	Accumulated other comprehensive income (loss)	Retained earnings	Total shareholders' equity
Balance as of January 1, 2021	\$ 0.8	\$ 2,028.4	\$ (9,319.0)	\$ 40.7	\$ 10,715.3	\$ 3,466.2
Issuance of treasury shares under stock purchase plans, upon exercise of options and vesting of restricted stock units and performance share units (2,872,272 ordinary shares)	-	126.2	67.8	-	-	194.0
Treasury shares at cost (10,900,938 ordinary shares)	-	-	(1,299.5)	-	-	(1,299.5)
Stock-based compensation	-	120.3	-	-	-	120.3
Other comprehensive loss, net of tax	-	-	-	(41.3)	-	(41.3)
Fair value of awards attributable to pre-acquisition services	-	1.8	-	-	-	1.8
Net income	-	-	-	-	815.6	815.6
Balance as of December 31, 2021	\$ 0.8	\$ 2,276.7	\$ (10,550.7)	\$ (0.6)	\$ 11,530.9	\$ 3,257.1
Issuance of treasury shares under stock purchase plans, upon exercise of options and vesting of restricted stock units (2,094,108 ordinary shares)	-	92.6	48.5	-	-	141.1
Treasury shares at cost (10,324,181 ordinary shares)	-	-	(1,299.9)	-	-	(1,299.9)
Stock-based compensation	-	131.4	-	-	-	131.4
Other comprehensive loss, net of tax	-	-	-	(97.3)	-	(97.3)
Net income	-	-	-	-	796.9	796.9
Balance as of December 31, 2022	\$ 0.8	\$ 2,500.7	\$ (11,802.1)	\$ (97.9)	\$ 12,327.8	\$ 2,929.3
Issuance of treasury shares under stock purchase plans, upon exercise of options and vesting of restricted stock units (2,001,548 ordinary shares)	-	85.2	48.5	-	-	133.7
Treasury shares at cost (9,857,092 ordinary shares)	-	-	(1,287.6)	-	-	(1,287.6)
Stock-based compensation	-	145.3	-	-	-	145.3
Other comprehensive income, net of tax	-	-	-	58.7	-	58.7
Fair value of awards attributable to pre-acquisition services	-	1.3	-	-	-	1.3
Net income	-	-	-	-	840.3	840.3
Balance as of December 31, 2023	\$ 0.8	\$ 2,732.5	\$ (13,041.2)	\$ (39.2)	\$ 13,168.1	\$ 2,821.0

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

In millions

	Year ended December 31,		
	2023	2022	2021
Cash flows from operating activities:			
Net income	\$ 840.3	\$ 796.9	\$ 815.6
Adjustments required to reconcile net income to net cash provided by operating activities:			
Depreciation of property and equipment	23.1	22.7	20.6
Amortization of premium and accretion of discount on marketable securities, net	3.1	18.5	21.0
Realized loss (gain) on sale of marketable securities, net	6.7	-	(1.4)
Amortization of intangible assets	24.3	13.5	10.1
Stock-based compensation	145.3	131.4	120.3
Deferred income tax benefit	(9.5)	(0.5)	(4.0)
Increase in trade receivables, net	(9.9)	(46.1)	(51.6)
Decrease (increase) in prepaid expenses and other assets	(51.1)	0.1	1.2
Increase (decrease) in trade payables	17.9	19.8	(7.7)
Increase (decrease) in employees and payroll accruals	26.7	26.3	(8.9)
Increase (decrease) in income tax accrual and accrued expenses and other liabilities	(0.9)	(54.6)	66.4
Increase in deferred revenues	21.8	170.3	216.8
Other	0.1	0.2	5.5
Net cash provided by operating activities	<u>1,037.9</u>	<u>1,098.5</u>	<u>1,203.9</u>
Cash flows from investing activities:			
Proceeds from short-term bank deposits	510.6	538.4	214.5
Proceeds from maturity of marketable securities	1,022.9	1,056.6	1,551.7
Proceeds from sale of marketable securities	491.9	9.1	184.1
Investment in marketable securities	(947.3)	(1,063.1)	(1,297.5)
Investment in short-term bank deposits	(132.0)	(477.0)	(492.5)
Cash paid in conjunction with acquisitions, net of acquired cash	(458.8)	(48.3)	(219.7)
Purchase of property and equipment	(18.6)	(22.1)	(15.9)
Net cash provided by (used in) investing activities	<u>\$ 468.7</u>	<u>\$ (6.4)</u>	<u>\$ (75.3)</u>

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS (CONT'D)

In millions

	Year ended December 31,		
	2023	2022	2021
<u>Cash flows from financing activities:</u>			
Proceeds from issuance of treasury shares upon exercise of options	\$ 133.7	\$ 141.2	\$ 194.0
Purchase of treasury shares at cost	(1,287.6)	(1,299.9)	(1,299.5)
Payments related to shares withheld for taxes	(11.0)	(9.3)	(6.9)
Net cash used in financing activities	(1,164.9)	(1,168.0)	(1,112.4)
Increase (decrease) in cash and cash equivalents	341.7	(75.9)	16.2
Cash and cash equivalents at the beginning of the year	196.0	271.9	255.7
Cash and cash equivalents at the end of the year	\$ 537.7	\$ 196.0	\$ 271.9
<u>Supplemental disclosure of cash flow information:</u>			
Cash paid during the year for taxes on income	\$ 118.7	\$ 113.5	\$ 101.0
<u>Non-cash investing activity</u>			
Fair value of awards attributable to pre-acquisition services	1.3	-	1.8
Operating lease liabilities arising from obtaining right of use assets	\$ 2.3	\$ 8.0	\$ 1.4

The accompanying notes are an integral part of the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 1:- GENERAL

- a. Check Point Software Technologies Ltd., an Israeli corporation ("Check Point Ltd."), and subsidiaries (collectively, the "Company" or "Check Point"), develop, market and support wide range of products and services for IT security, by offering a multilevel security architecture that defends enterprises' cloud, network and mobile device held information.

The Company operates in one operating and reportable segment and its revenues are mainly derived from the sales of its network and data security products, including licenses, related software updates, maintenance and security subscriptions. The Company sells its products worldwide primarily through multiple distribution channels ("channel partners"), including distributors, resellers, system integrators, Original Equipment Manufacturers ("OEMs") and Managed Security Service Providers ("MSPs").

- b. In each 2023, 2022 and 2021, approximately 40% of the Company's revenues were derived from three channel partners. Revenues derived from one channel partner in 2023, 2022 and 2021 were 14%, 15% and 16%, respectively, and revenues derived from the second channel partner in 2023, 2022 and 2021 were 14%, 13%, and 13%, respectively, and revenues derived from the other channel partner in 2023, 2022 and 2021 were 12%, 12%, and 11%, respectively, of the Company's revenues in such years. Trade receivable balances from these three channel partners aggregated \$301.2 as of December 31, 2023 and 2022.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements are prepared in conformity with United States generally accepted accounting principles ("U.S. GAAP").

- a. Use of estimates:

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates, judgments and assumptions. The Company's management believes that the estimates, judgments and assumptions used are reasonable based upon information available at the time they are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

- b. Financial statements in United States dollars:

Most of the Company's revenues and costs are denominated in United States dollar ("dollar"). The Company's management believes that the dollar is the primary currency of the economic environment in which the Company and each of its subsidiaries operate. Thus, the dollar is the Company's functional and reporting currency.

Accordingly, non-dollar denominated transactions and balances have been re-measured into the functional currency in accordance with Accounting Standard Code ("ASC") No. 830, "Foreign Currency Matters".

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

All transaction gains and losses from the re-measured monetary balance sheet items are reflected in the statements of income as financial income or expenses, as appropriate.

c. Principles of consolidation:

The consolidated financial statements include the accounts of Check Point Ltd. and subsidiaries. Intercompany transactions and balances have been eliminated upon consolidation.

d. Cash equivalents:

Cash equivalents are short-term unrestricted highly liquid investments that are readily convertible to cash and with original maturities of three months or less at investment.

e. Short-term bank deposits:

Bank deposits with maturities of more than three months at investment but less than one year are included in short-term bank deposits. Such deposits are stated at cost which approximates fair values.

f. Trade Receivables:

Trade receivables are recorded net of credit losses allowance for any potential uncollectible amounts.

The Company makes estimates of expected credit and collectability trends for the allowance for credit losses based upon its assessment of various factors, including historical collectability experience, the age of the trade receivable balances, credit quality of its customers, current economic conditions, reasonable and supportable forecasts of future economic conditions, and other factors that may affect its ability to collect from customers.

As of December 31, 2023 and 2022, the allowances for credit losses of trade receivable were insignificant.

The Company writes off receivables when they are deemed uncollectible, having exhausted all collection efforts. Actual collection experience may not meet expectations and may result in increased bad debt expense. Allowance for credit losses and total write offs expenses during 2023, 2022 and 2021 were insignificant.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

- g. Investments in marketable securities:

The Company accounts for investments in marketable securities in accordance with ASC No. 320, "Investments - Debt Securities".

Management determines the appropriate classification of its investments at the time of purchase and reevaluates such determinations at each balance sheet date. The Company classifies all of its debt securities as available-for-sale ("AFS"). Available-for-sale debt securities are carried at fair value, with the unrealized gains and losses, net of tax, reported in accumulated other comprehensive income (loss) in shareholders' equity. Realized gains and losses on sale of investments are included in financial income, net and are derived using the specific identification method for determining the cost of securities sold.

The amortized cost of debt securities is adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization together with interest on securities is included in financial income, net.

At each reporting period, the Company evaluates whether declines in fair value below amortized cost are due to expected credit losses, as well as the company's ability and intent to hold the investment until a forecasted recovery occurs in accordance with ASC 326, Financial Instrument- Credit losses. Allowance for credit losses on AFS debt securities are recognized in the Company's consolidated statements of income, and any remaining unrealized losses, net of taxes, are included in accumulated other comprehensive income (loss) in stockholders' equity.

The credit losses recorded for the years ended December 31, 2023, 2022 and 2021 were insignificant.

- h. Property and equipment, net:

Property and equipment are stated at cost, net of accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets at the following annual rates:

	%
Computers and peripheral equipment	33 – 50
Office furniture and equipment	10 – 20
Building	4
Leasehold improvements	The shorter of term of the lease or the useful life of the asset

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

i. Leases:

The company's operating leases comprised of office leases.

The Company determines if an arrangement is a lease and the classification of that lease at inception based on: (1) whether the contract involves the use of an identified asset, (2) whether the Company obtains the right to substantially all the economic benefits from the use of the asset throughout the lease term, and (3) whether the Company has a right to direct the use of the asset. The Company elected to not recognize a lease liability or right-of-use ("ROU") asset for leases with a term of twelve months or less. The Company also elected the practical expedient to not separate non-lease components for its leases.

ROU assets represent the right to use an underlying asset for the lease term and lease liabilities represent the obligation to make minimum lease payments arising from the lease. ROU assets are initially measured at amounts, which represents the discounted present value of the lease payments over the lease, plus any initial direct costs incurred. The lease liability is initially measured at lease commencement date based on the discounted present value of lease payments over the lease term. The implicit rate within the operating leases is generally not determinable, therefore the Company uses its Incremental Borrowing Rate ("IBR") based on the information available at commencement date in determining the present value of lease payments. The Company's IBR is estimated to approximate the interest rate on similar terms and payments and in economic environments where the leased asset is located. Certain leases include options to extend or terminate the lease. An option to extend the lease is considered in connection with determining the ROU asset and lease liability when it is reasonably certain that the Company will exercise that option. An option to terminate is considered unless it is reasonably certain that the Company will not exercise the option. The ROU assets are included in Prepaid expenses and other assets in the consolidated balance sheet, while the short-term portion of lease liabilities are included in Accrued expenses and other liabilities, and the long-term portion of lease liabilities are included in Other liabilities.

As of December 31, 2023, the Company had total ROU assets of \$21.5, with corresponding liabilities of \$26.1 on the consolidated balance sheets.

Rent expenses for the years ended December 31, 2023, 2022 and 2021, were \$7.7, \$6.3 and \$8.1 respectively.

j. Business combination:

The Company applies the provisions of ASC 805, "Business Combination" and allocates the fair value of purchase consideration to the tangible assets acquired, liabilities assumed and intangible assets acquired based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

When determining the fair values of assets acquired and liabilities assumed, management makes significant estimates and assumptions, especially with respect to intangible assets. Significant estimates in valuing certain intangible assets include, but are not limited to future expected cash flows from acquired technology and acquired trademarks and tradenames from a market participant perspective, useful lives and discount rates. Management's estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. Acquisition-related expenses are recognized separately from the business combination and are expensed as incurred (see also Note 3).

k. Goodwill:

Goodwill has been recorded as a result of acquisitions. Goodwill represents the excess of the purchase price in a business combination over the fair value of identifiable net tangible and intangible assets acquired. Goodwill is not amortized, but rather is subject to an impairment test.

ASC No. 350, "Intangibles - Goodwill and other" ("ASC No. 350") requires goodwill to be tested for impairment at the reporting unit level at least annually or between annual tests in certain circumstances, and written down when impaired.

ASC No. 350 allows an entity to first assess qualitative factors to determine whether it is necessary to perform the quantitative goodwill impairment test. If the qualitative assessment does not result in a more likely than not indication of impairment, no further impairment testing is required. If it does result in a more likely than not indication of impairment, the quantitative goodwill impairment test is performed. Alternatively, ASC No. 350 permits an entity to bypass the qualitative assessment for any reporting unit and proceed directly to performing the quantitative goodwill impairment test. If the carrying value of a reporting unit exceeds its fair value, the Company recognizes an impairment of goodwill for the amount of this excess.

The Company operates in one operating segment, and this segment is the only reporting unit. The Company performs the quantitative goodwill impairment test during the fourth quarter of each fiscal year, or more frequently if impairment indicators are present and compares the fair value of the reporting unit with its carrying value.

During the years 2023, 2022 and 2021, no goodwill impairment losses have been identified.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

l. Intangible assets, net:

Intangible assets that are not considered to have an indefinite useful life are amortized over their estimated useful lives, which range from 4 to 20 years. These intangible assets consist of core technology, customer relationship, trademarks and trade names which are amortized over their estimated useful lives.

m. Impairment of long-lived assets including intangible assets subject to amortization and ROU assets:

The Company's long-lived assets are reviewed for impairment in accordance with ASC No. 360, "Property, Plant and Equipment," whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the assets to the future undiscounted cash flows expected to be generated by the assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. During the years 2023, 2022 and 2021, no impairment losses have been identified.

n. Manufacturing partner and supplier liabilities:

The Company purchases manufactured products from its original design manufacture ("ODM"). The Company generally does not own the manufactured products. ODM's provide services of design, manufacture, orders fulfillment and support with a full turn-key solution to meet the Company's detailed requirements. If the actual demand is significantly lower than forecast, the Company records a liability for its commitment in excess of the actual demand. As of December 31, 2023 and 2022, the Company has not accrued any significant liability in respect with this exposure.

o. Research and development costs:

Research and development costs are charged to the statements of income as incurred. ASC No. 985-20, "Software - Costs of Software to Be Sold, Leased, or Marketed", requires capitalization of certain software development costs subsequent to the establishment of technological feasibility.

Based on the Company's product development process, technological feasibility is established upon completion of a working model. Costs incurred by the Company between completion of the working models and the point at which the products are ready for general release, have been insignificant. Therefore, all research and development costs are expensed as incurred.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

p. Revenue recognition:

The Company derives its revenues mainly from sales of products and licenses, security subscriptions and software updates and maintenance. The Company's products are generally integrated with software that is essential to the functionality of the product. The Company sells its products primarily through channel partners including distributors, resellers, OEMs (Original Equipment Manufacturers), system integrators and MSPs (Managed Service Providers), all of whom are considered end-users.

The Company's security subscriptions provide customers with access to its suite of security solutions and is sold as a service.

The Company's software updates and maintenance provide customers with rights to unspecified software product upgrades released during the term of the agreement and include maintenance services to end-user customers, through primarily telephone access to technical support personnel as well as hardware support services.

The Company recognizes revenues in accordance with ASC No. 606, "Revenue from Contracts with Customers". As such, the Company identifies a contract with a customer, identifies the performance obligations in the contract, determines the transaction price, allocates the transaction price to each performance obligation in the contract and recognizes revenues when (or as) the Company satisfies a performance obligation.

Revenues from sales of products and licenses are recognized when control of the promised goods is transferred to the customer, or upon electronic transfer of the Certificate Key to the Customer. Revenues from security subscriptions and from software updates and maintenance are recognized ratably over the term of the agreement.

The Company's arrangements typically contain various combinations of its products and licenses, security subscriptions and software updates and maintenance, which are distinct and are accounted for as separate performance obligations. The Company allocates the transaction price to each performance obligation based on its relative standalone selling price using the prices charged for a performance obligation when sold separately.

Deferred revenues represent mainly the unrecognized revenue billed for security subscriptions and for software updates and maintenance. Such revenues are recognized ratably over the term of the related agreement. The amount of revenues recognized in the period that was included in the opening deferred revenues balance was \$1,363.4 and \$1,257.4 for the years ended December 31, 2023 and December 31, 2022, respectively.

Revenues expected to be recognized from remaining performance obligations were \$2,249.0 and \$2,146.1 as of December 31, 2023 and December 31, 2022, respectively. Of the balance as of December 31, 2023 the Company expects to recognize approximately \$1,502.7 over the next 12 months and the remainder thereafter.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The Company records a provision for estimated sales returns, rebates, stock rotations and other rights provided to customers on product and services based on historical sales returns, analysis of credit memo data, rebate plans, stock rotation arrangements and other known factors. This provision is accounted for as variable consideration that is deducted from revenue in the period in which the revenue is recognized. Such provision amounted to \$10.2 and \$9.5 as of December 31, 2023 and 2022, respectively, and is included in accrued expenses and other liabilities in the consolidated balance sheets.

Sales commissions earned by the Company's sales force are considered incremental and recoverable costs of obtaining a contract with a customer. These costs are deferred and then amortized over a period of benefit which is typically over the term of the customer contracts as initial commission rates are commensurate with the renewal commission rates. Amortization expense is included in sales and marketing expenses in the accompanying consolidated statements of income. If the amortization period of those costs is one year or less, the costs are expensed as incurred. As of December 31, 2023 and 2022, the amount of deferred commission was \$37.3 and \$15.3, respectively, and is included in other short term and other long term assets on the balance sheets. During the years ended on December 31, 2023, 2022 and 2021 the Company recorded amortization expenses in connection with deferred commissions in the amount of \$10.6, \$10.4 and \$11.6, respectively.

For information regarding disaggregated revenues, please refer to Note 15 below.

q. Cost of revenues:

Cost of products and licenses is comprised of cost of software and hardware production, manuals, packaging and shipping.

Cost of security subscriptions is comprised of costs paid to third parties, hosting and infrastructure costs and costs of customer support related to these services.

Cost of software updates and maintenance is mainly comprised of cost of post-sale customer support.

Amortization of technology is comprised of amortization of core technology assets which are used in the Company's operations, and is presented separately as part of cost of revenues.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

r. Severance pay:

Effective January 1, 2007, the Company's agreements with employees in Israel, are under Section 14 of the Severance Pay Law, 1963. The Company's contributions for severance pay have extinguished its severance obligation. Upon contribution of the full amount based on the employee's monthly salary for each year of service, no additional obligation exists regarding the matter of severance pay and no additional payments is made by the Company to the employee. Further, the related obligation and amounts deposited on behalf of the employee for such obligation are not stated on the balance sheets, as the Company is legally released from the obligation to employees once the required deposit amounts have been paid.

s. Employee benefit plan:

The Company has a 401(K) defined contribution plan covering certain employees in the U.S. The Company matches 50% of employee contributions to the plan up to a limit of 6% of their eligible compensation. The Company's matching contribution to the plan were insignificant for the years ended December 31, 2023, 2022 and 2021.

t. Income taxes:

The Company accounts for income taxes in accordance with ASC No. 740, "Income Taxes" ("ASC No. 740"). ASC No. 740 prescribes the use of the liability method whereby deferred tax asset and liability account balances are determined for temporary differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company provides a valuation allowance, if necessary, to reduce deferred tax assets to amounts more likely than not to be realized. The Company accrues interest and indexation related to unrecognized tax benefits on its taxes on income.

ASC No. 740 contains a two-step approach to recognizing and measuring a liability for uncertain tax positions. The first step is to evaluate the tax position taken or expected to be taken in a tax return by determining if the weight of available evidence indicates that it is more likely than not that, on an evaluation of the technical merits, the tax position will be sustained on audit, including resolution of any related appeals or litigation processes.

The second step is to measure the tax benefit as the largest amount that is more than 50% (cumulative basis) likely to be realized upon ultimate settlement. The Company classifies interest related to unrecognized tax benefits in taxes on income.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

u. Advertising costs:

Advertising costs are expensed as incurred. Advertising expenses for the years ended December 31, 2023, 2022 and 2021, were \$7.6, \$4.6 and \$4.1 respectively.

v. Concentrations of credit risk:

Financial instruments that could potentially expose the Company to concentrations of credit risk, consist primarily of cash and cash equivalents, short-term bank deposits, marketable securities, trade receivables and foreign currency derivative contracts.

The majority of the Company's cash and cash equivalents and short-term bank deposits are deposited in major banks in the U.S., Israel and Europe. Deposits in the U.S. may be in excess of insured limits and are not insured in other jurisdictions. Marketable securities are held mainly by Check Point Ltd., the Company's Singaporean subsidiary, Canadian subsidiary and the U.S. subsidiary, and are invested in securities denominated in US dollar.

The Company's marketable securities consist mainly of investments in government, corporate and government sponsored enterprises debentures. The Company's investment policy, approved by the Board of Directors, limits the amount that the Company may invest in any one type of investment, or issuer, thereby reducing credit risk concentrations.

The Company's trade receivables are geographically dispersed and the majority is derived from sales to channel partners mainly in the United States, Europe and Asia. Concentration of credit risk with respect to trade receivables is limited by credit limits, ongoing credit evaluation and account monitoring procedures.

w. Derivatives and hedging:

The Company accounts for derivatives and hedging based on ASC No. 815, "Derivatives and Hedging" ("ASC No. 815"). ASC No. 815 requires the Company to recognize all derivatives on the balance sheets at fair value. The accounting for changes in the fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship, as well as the type of hedging relationship. For those derivative instruments that are designated and qualify as hedging instruments, the Company must designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge, cash flow hedge, or a hedge of a net investment in a foreign operation. If the derivatives meet the definition of a hedge and are designated as such, depending on the nature of the hedge, changes in the fair value of such derivatives will either be offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings, or recognized in accumulated other comprehensive income until the hedged item is recognized in earnings.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The Company entered into forward contracts to hedge the fair value of assets and liabilities denominated in several foreign currencies. As of December 31, 2023 and 2022, the Company had outstanding forward contracts that did not meet the requirement for hedge accounting, in the notional amount of \$241.7 and \$207.9, respectively. The Company measured the fair value of the contracts in accordance with ASC No. 820, "Fair Value Measurement" ("ASC No. 820") (classified as level 2 of the fair value hierarchy). The net losses resulting from these forward contracts recognized in financial income, net during 2023, 2022 and 2021 were \$(6.2), \$(19.5) and \$(0.6), respectively. The change in fair value of the Company's outstanding forward contracts vs. the notional amounts at December 31, 2023 and 2022 was insignificant.

The Company entered into forward contracts to hedge against the risk of overall changes in future cash flow from payments of payroll and related expenses denominated in New Israeli Shekel, in Euro, and in British Pound. As of December 31, 2023 and 2022, the Company had outstanding forward contracts for payroll and related expenses in the notional amount of \$207.5 and \$266.2, respectively. These contracts were for a period of up to twelve months.

The Company measured the fair value of the contracts in accordance with ASC No. 820 (classified as level 2 of the fair value hierarchy). These contracts met the requirement for cash flow hedge accounting and, as such, gains (losses) on the contracts are recognized initially as component of Accumulated Other Comprehensive Income in the balance sheets and reclassified to the statements of income in the period the related hedged items affect earnings.

During 2023, 2022 and 2021 gains (losses) were reclassified when the related expenses were incurred and recognized in the operating expenses as follow:

	Year ended December 31,		
	2023	2022	2021
Cost of revenues	\$ 1.2	\$ 1.7	\$ (0.1)
Research and development	13.9	13.3	(0.6)
Selling and marketing	0.5	6.6	(0.3)
General and administrative	3.0	2.8	(0.1)
	<u>\$ 18.6</u>	<u>\$ 24.4</u>	<u>\$ (1.1)</u>

The change in fair value of the Company's outstanding forward contracts vs. the notional amounts at December 31, 2023 and 2022 was insignificant.

x. Basic and diluted earnings per share:

Basic earnings per share are computed based on the weighted average number of ordinary shares outstanding during each year. Diluted earnings per share are computed based on the weighted average number of ordinary shares outstanding during each year, plus dilutive potential ordinary shares outstanding during the year, in accordance with ASC No. 260, "Earnings Per Share".

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The total weighted average number of shares related to the outstanding options excluded from the calculations of diluted earnings per share, since it would have an anti-dilutive effect, was 1,309,068, 1,730,104 and 4,891,452 for 2023, 2022 and 2021, respectively.

y. Accounting for stock-based compensation:

The Company accounts for stock-based compensation in accordance with ASC No. 718, "Compensation-Stock Compensation" ("ASC No. 718"). ASC No. 718 requires companies to estimate the fair value of equity-based payment awards on the grant date using an option-pricing model.

The Company recognizes compensation expenses for the value of awards granted, based on the straight line method for service based graded vesting awards and based on the accelerated method for performance-based graded vesting awards. Compensation expense is recognized over the requisite service period of the awards. The Company recognizes forfeitures of awards as they occur.

The Company selected the Black-Scholes-Merton option pricing model as the most appropriate model for determining the fair value for its stock options awards and Employee Stock Purchase Plan, whereas the fair value of restricted stock units is based on the closing market value of the underlying shares at the date of grant. The option-pricing model requires a number of assumptions, the most significant of which are the expected stock price volatility and the expected option term. Expected volatility was calculated based upon actual historical stock price movements over the most recent periods ending on the grant date, equal to the expected term of the options.

The expected term of options granted is based upon historical experience and represents the period of time between when the options are granted and when they are expected to be exercised. The risk-free interest rate is based on the yield from U.S. treasury bonds with an equivalent term to the expected term of the options. The Company has historically not paid dividends and has no plans to pay dividends in the foreseeable future.

The fair value of options granted and Employee Stock Purchase Plan in 2023, 2022 and 2021 is estimated at the date of grant using the following weighted average assumptions:

	Year ended December 31,		
	2023	2022	2021
Employee Stock Options			
Expected volatility	25.71%	25.56%	25.28%
Risk-free interest rate	4.24%	3.16%	0.65%
Dividend yield	0.0%	0.0%	0.0%
Expected term (years)	5.45	4.75	4.22
Employee Stock Purchase Plan			
Expected volatility	19.66%	22.16%	22.44%
Risk-free interest rate	5.35%	2.56%	0.24%
Dividend yield	0.0%	0.0%	0.0%
Expected term (years)	0.5	0.5	0.5

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

z. Fair value of financial instruments:

The Company measures its investments in money market funds (classified as cash equivalents), short-term bank deposits, marketable securities and its foreign currency derivative contracts at fair value. Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. A three-tier fair value hierarchy is established as a basis for considering such assumptions and for inputs used in the valuation methodologies in measuring fair value:

Level 1 - Valuations based on quoted prices in active markets for identical assets that the Company has the ability to access. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment.

Level 2 - Valuations based on one or more quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

aa. Comprehensive income:

The Company accounts for comprehensive income in accordance with ASC No. 220, "Comprehensive Income". Comprehensive income generally represents all changes in shareholders' equity during the period except those resulting from investments by, or distributions to, shareholders. The Company determined that its items of other comprehensive income relate to gains and losses on hedging derivative instruments and unrealized gains and losses on available-for-sale debt securities.

ab. Treasury shares:

The Company repurchases its ordinary shares from time to time on the open market and holds such shares as treasury shares. The Company presents the cost to repurchase treasury stock as a separate component of shareholders' equity.

The Company reissues treasury shares under the stock purchase plan, upon exercise of options and upon vesting of restricted stock units. Reissuance of treasury shares is accounted for in accordance with ASC No. 505-30 whereby gains are credited to additional paid-in capital and losses are charged to additional paid-in capital to the extent that previous net gains are included therein; otherwise to retained earnings.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

ac. Legal contingencies:

The Company is currently involved in various claims and legal proceedings. The Company reviews the status of each matter and assesses its potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable and the amount can be reasonably estimated, the Company accrues a liability for the estimated loss.

ad. Recently Issued Accounting Pronouncements, not yet adopted:

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which requires public entities to disclose information about their reportable segments' significant expenses and other segment items on an interim and annual basis. Public entities with a single reportable segment are required to apply the disclosure requirements in ASU 2023-07, as well as all existing segment disclosures and reconciliation requirements in ASC 280 on an interim and annual basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and for interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the impact of adopting ASU 2023-07.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires public entities, on an annual basis, to provide disclosure of specific categories in the rate reconciliation, as well as disclosure of income taxes paid disaggregated by jurisdiction. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the impact of adopting ASU 2023-09.

NOTE 3:- ACQUISITIONS

The Company accounted for the following transaction as a business combination and allocated the purchase consideration to assets acquired and liabilities assumed based on their estimated fair values.

In addition, the transactions included additional consideration related to compensation for post combination services which were recorded as prepaid expenses and other long term assets and will be recognized over the requisite service period.

- a. On September 1, 2021, the Company completed the acquisition of all outstanding shares of Avanan Inc. ("Avanan"), a privately-held US-based company providing cloud email security, and the developer of a patented application-programming interface (API) solution to stop email threats before arriving to the inbox (inline), for both internal and external emails using AI based engines. The Company acquired Avanan for total consideration of approximately \$227.1.
- b. On February 3, 2022, the Company completed the acquisition of all outstanding shares of Spectral Cyber Technologies Ltd. ("Spectral"), a privately-held Israeli-based company, is a key innovator in developer security with a thriving open-source community. Spectral's developer-first approach to security focuses on code safety and trust, fast code scanning and simple and cool developer experience.
- c. On September 11, 2023, the Company completed the acquisition of all outstanding shares of Atmosec Ltd. ("Atmosec"), a privately-held Israeli-based company, An early-stage start-up, Atmosec specializes in the rapid discovery and disconnection of malicious SaaS applications, preventing risky third party SaaS communications, and rectifying SaaS misconfigurations.
- d. On September 13, 2023, the Company completed the acquisition of all outstanding shares of Perimeter 81 Ltd. ("Perimeter 81"), a privately-held Israeli-based company, recognized as a leader in the Forrester Zero Trust Wave, brings an innovative approach to security service edge (SSE) that combines cloud and on-device protection. Perimeter 81 is offering a unique suite of capabilities, including Zero Trust Access, full mesh connectivity between users, branches and applications. The Company acquired Perimeter 81 for total consideration of approximately \$503.1.

The Company allocated the purchase price to tangible and identified intangible assets acquired and liabilities assumed based on the preliminary estimates of their fair values, which were determined using generally accepted valuation techniques based on estimates and assumptions made by management. The fair values are subject to adjustment for up to one year after the close of the transaction as additional information is obtained. Any adjustments to the preliminary purchase price allocation identified during the measurement period are recognized in the period in which the adjustments are determined.

Goodwill arising from the Perimeter 81 acquisition was primarily assigned to the synergies between Perimeter 81 solution with Check Point Infinity's architecture which allows Check Point to deliver a complete Secure Access Service Edge (SASE) offering across internet access, Zero-Trust private access, SaaS security and SD-WAN. This positions Check Point to lead in delivering unparalleled security solutions tailored to intricate cloud environments and enables Check Point to enter new fields or markets. Goodwill is expected to be deductible for income tax purposes.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 3:- ACQUISITIONS (Cont.)

	<u>Weighted Average Useful Life</u>	<u>Amount</u>
Goodwill		\$ 314.9
Core technology	8 Years	99.6
Customer relationship	2 Years	57.0
Net assets assumed		31.6
Total		<u>\$ 503.1</u>

The fair value of Core technology was determined using the income approach, specifically the multi-period excess earnings method.

Customer relationships represent the fair value of existing contractual relationships and customer loyalty determined based on existing relationships using the income approach, specifically the with and without method.

The fair value of the identified intangible assets subject to amortization are amortized over the assets' estimated useful lives based on the pattern in which the economic benefits are expected to be received to cost of revenues and operating expenses.

From the Perimeter 81 Acquisition Date to December 31, 2023, the Consolidated Statements of Income include immaterial revenue and operating results attributable to Perimeter 81.

In 2023, Perimeter 81 acquisition-related costs were immaterial and recorded on the Company's Consolidated Statements of Income. Acquisition-related costs are primarily comprised of direct transaction costs.

Unaudited Pro forma results of operations related to this acquisition have not been presented because they are not material to the Company's consolidated statements of income.

- e. On October 17, 2023, the Company completed the acquisition of all outstanding shares of R&M computer consultants, Inc. ("rmsource"), a privately-held US-based company, rmsource is a provider of managed cybersecurity services, cloud security and cloud migration and IT management.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 4:- CASH AND CASH EQUIVALENTS, SHORT-TERM BANK DEPOSITS AND MARKETABLE SECURITIES

	December 31,	
	2023	2022
Cash and cash equivalents:		
Cash	\$ 79.8	\$ 65.8
Money market funds	175.4	95.5
Short term deposits	282.5	34.7
Total Cash and cash equivalents	537.7	196.0
Short-term bank deposits:	52.5	431.1
Marketable securities:		
Debt securities issued by the U.S. Treasury and other U.S. government agencies	661.2	819.3
Debt securities issued by other governments	60.3	118.3
Corporate debt securities	1,648.0	1,938.5
Total Marketable securities	2,369.5	2,876.1
Total Cash and cash equivalents, short-term bank deposits and marketable securities	<u>\$ 2,959.7</u>	<u>\$ 3,503.2</u>

	December 31, 2023			
	Amortized Cost	Gross unrealized gain	Gross unrealized loss	Fair Value
Contractual maturity year:				
Within one year	\$ 956.6	\$ -	\$ (16.8)	\$ 939.8
After one year through five years	1,465.4	3.0	(38.7)	1,429.7
Total	<u>\$ 2,422.0</u>	<u>\$ 3.0</u>	<u>\$ (55.5)</u>	<u>\$ 2,369.5</u>

The following table classifies the Company's marketable securities by contractual maturities:

	December 31, 2022			
	Amortized Cost	Gross unrealized gain	Gross unrealized loss	Fair Value
Contractual maturity year:				
Within one year	\$ 1,024.9	\$ -	\$ (14.4)	\$ 1,010.5
After one year through five years	1,974.5	0.1	(109.0)	1,865.6
Total	<u>\$ 2,999.4</u>	<u>\$ 0.1</u>	<u>\$ (123.4)</u>	<u>\$ 2,876.1</u>

From the total of \$55.5 and \$123.4 unrealized losses as of December 31, 2023 and 2022, \$41.9 and \$87.3 were in continuous unrealized loss for more than 12 months, respectively. The unrealized losses are mainly driven by the higher interest rate environment and the recent interest rate hikes by global central banks during 2022-2023, which was due mainly to elevated inflation rates, therefore negatively impacted the fair value of securities in the Company's portfolio.

As of December 31, 2023 and 2022, interest receivable amounted to \$15.5 and \$15.6, respectively, and is included within prepaid expenses and other assets in the balance sheets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 5:- FAIR VALUE MEASUREMENTS

In accordance with ASC No. 820, the Company measures its money market funds, short-term bank deposits, marketable securities and foreign currency derivative contracts at fair value. Money market funds and marketable securities are classified within Level 1 or Level 2. This is because these assets are valued using quoted market prices or alternative pricing sources and models utilizing market observable inputs. Foreign currency derivative contracts are classified within Level 2 as the valuation inputs are based on quoted prices and market observable data of similar instruments.

The Company's financial assets measured at fair value on a recurring basis, excluding accrued interest components, consisted of the following types of instruments as of the following dates:

	December 31,					
	2023			2022		
	Fair value measurements using input type			Fair value measurements using input type		
	Level 1	Level 2	Total	Level 1	Level 2	Total
Cash	\$ 79.8	\$ -	\$ 79.8	\$ 65.8	\$ -	\$ 65.8
Cash equivalents						
Money market funds	175.4	-	175.4	95.5	-	95.5
Short term deposits	282.5	-	282.5	34.7	-	34.7
Short-term bank deposits	52.5	-	52.5	431.1	-	431.1
Marketable securities:						
Debt securities issued by the U.S. Treasury and other						
U.S. government agencies	-	661.2	661.2	-	819.3	819.3
Debt securities issued by other governments	-	60.3	60.3	-	118.3	118.3
Corporate debt securities	-	1,648.0	1,648.0	-	1,938.5	1,938.5
Foreign currency derivative contracts	-	1.3	1.3	-	(3.6)	(3.6)
Total financial assets	\$ 590.2	\$ 2,370.8	\$ 2,961.0	\$ 627.1	\$ 2,872.5	\$ 3,499.6

NOTE 6:- PROPERTY AND EQUIPMENT, NET

	December 31,	
	2023	2022
Cost:		
Computers and peripheral equipment	\$ 91.0	\$ 78.1
Office furniture and equipment	12.2	7.8
Building	78.7	78.7
Leasehold improvements	32.1	30.9
	214.0	195.5
Accumulated depreciation	133.6	112.7
Property and equipment, net	\$ 80.4	\$ 82.8

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 7:- GOODWILL AND INTANGIBLE ASSETS, NET

a. Goodwill:

	<u>2023</u>	<u>2022</u>
Balance as of January 1	\$ 1,236.7	\$ 1,196.2
Acquisitions	317.7	40.5
Balance as of December 31	<u>\$ 1,554.4</u>	<u>\$ 1,236.7</u>

b. Intangible assets, net:

	<u>Useful Life</u>	<u>December 31,</u>	
		<u>2023</u>	<u>2022</u>
Original amount:			
Core technology	8	\$ 195.0	\$ 93.5
Trademarks and trade names	15-20	7.5	25.5
Customer relationship	2-4	<u>63.9</u>	<u>5.8</u>
		<u>266.4</u>	<u>124.8</u>
Core technology		53.6	39.6
Trademarks and trade names		6.9	24.5
Customer relationship		<u>11.8</u>	<u>1.9</u>
		<u>72.3</u>	<u>66.0</u>
Intangible assets, net:			
Core technology		141.4	53.9
Trademarks and trade names		0.6	1.0
Customer relationship		<u>52.1</u>	<u>3.9</u>
		<u>\$ 194.1</u>	<u>\$ 58.8</u>

Intangible assets which were fully amortized as of the prior year, are disposed from the original amount and the accumulated amortization balances.

The estimated future amortization expense of Intangible assets as of December 31, 2023 is as follows:

2024	\$ 53.9
2025	44.8
2026	21.8
2027	18.7
2028	17.5
Thereafter	37.4
	<u>\$ 194.1</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 8:- DEFERRED REVENUES

Deferred revenues consisted of the following:

	December 31,	
	2023	2022
Security subscriptions	\$ 970.2	\$ 932.1
Software updates and maintenance	904.1	904.7
Other	33.4	41.0
	<u>\$ 1,907.7</u>	<u>\$ 1,877.8</u>

The majority of the deferred revenues are recognized within one year or less and presented as current deferred revenues in the balance sheets. Substantially all of the remaining deferred revenues are presented as long term deferred revenues and are recognized for a period greater than one year and up to five years.

NOTE 9:- ACCRUED EXPENSES AND OTHER LIABILITIES

The components of accrued expenses and other liabilities are as follows:

	December 31,	
	2023	2022
Accrued products and licenses costs	\$ 73.9	\$ 84.4
Marketing expenses payable	4.7	8.7
Income tax payable	40.7	34.3
Legal accrual	27.8	32.0
Other accrued expenses	65.1	63.1
	<u>\$ 212.2</u>	<u>\$ 222.5</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 10:- COMMITMENTS AND CONTINGENT LIABILITIES

Litigations:

- a. The Company is the defendant in various lawsuits, including employment-related litigation claims, construction claims and other legal proceedings in the normal course of its business. Litigation and governmental proceedings can be expensive, lengthy and disruptive to normal business operations, and can require extensive management attention and resources, regardless of their merit. While the Company intends to defend the aforementioned matters vigorously, it believes that a loss in excess of its accrued liability with respect to these claims is not probable.
- b. In particular, following audits of the Company's 2016 through 2020 corporate tax returns, the Israeli Tax Authority (the "ITA") issued in January 2023 orders for the years 2016 through 2019 challenging the Company's positions on several issues, including matters such as our position to claim a tax credit made for foreign taxes withheld on income payments that was due to the Company outside of Israel, taxation of interest earned outside of Israel by a wholly-owned Singapore subsidiary which the ITA is seeking to tax in Israel and deductibility of expenses attributed to employee stock options. The ITA orders also contest the Company's positions on various other issues. The ITA therefore demanded the payment of additional taxes in the aggregate amount of NIS 479 (approximately \$132), not including an amount of NIS 421 (approximately \$116) related to expenses that will be deductible in future years, with respect of these four tax years (these amounts include interest and indexation through December 31, 2023). The Company believes it has good arguments against these orders and on November 29, 2023, filed an appeal to the District Court of Tel Aviv against these orders.

In addition, the ITA has issued tax assessment for the 2020 tax year, presenting similar arguments as those in the orders for the tax years 2016-2019, in which it demanded the payment of additional taxes in the aggregate amount of NIS 84 (approximately \$23), not including an amount of NIS 95 (approximately \$26) related to expenses that will be deductible in future years, with respect to this year (these amounts include interest and indexation through December 31, 2023). On December 31, 2023 we submitted an initial stage tax appeal against the 2020 tax assessment to the ITA (the Company may appeal such order to the district court). There is no assurance that the ITA will accept our positions on the matters raised and, if it does not, the ITA may also issue an order with respect to the 2020 tax year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 11:- TAXES ON INCOME

a. Israeli taxation:

1. Corporate tax:

Pursuant to Amendment 73 to the Investment Law adopted in 2017, a Company located in the Center of Israel that meets the conditions for "Preferred Technological Enterprises", is subject to tax rate of 12%. The Company believes it meets those conditions.

Income not eligible for Preferred Enterprise benefits is taxed at a regular rate of 23%.

Reduced income under the Investment Law including the Preferred Enterprise Regime and Preferred Technological Enterprise Regime will be freely distributable as dividends, subject to a 15% or 20% withholding tax (or lower rate for non-Israeli resident shareholder, under an applicable tax treaty). However, upon the distribution of a dividend from Preferred Income and Technological Preferred Enterprise to an Israeli company, no withholding tax will be remitted.

Pursuant to a temporary tax relief initiated by the Israeli government, a company that elected by November 11, 2013, to pay a reduced corporate tax rate as set forth in the temporary tax relief with respect to undistributed exempt income generated under the Investment Law accumulated by the Company until December 31, 2011 ("Trapped Earnings") is entitled to distribute a dividend from such income without being required to pay additional corporate tax with respect to such dividend. A company that has so elected must make certain qualified investments in Israel over five-year period. A company that has elected to apply the temporary tax relief cannot withdraw from its election. The Company has elected to apply the temporary tax relief by the respective date and believes it meets those conditions.

In particular, following audits of the Company's 2016 through 2020 corporate tax returns, the Israeli Tax Authority (the "ITA") issued in January 2023 orders for the years 2016 through 2019 challenging the Company's positions on several issues, including matters such as our position to claim a tax credit made for foreign taxes withheld on income payments that was due to the Company outside of Israel, taxation of interest earned outside of Israel by a wholly-owned Singapore subsidiary which the ITA is seeking to tax in Israel and deductibility of expenses attributed to employee stock options. The ITA orders also contest the Company's positions on various other issues. The ITA therefore demanded the payment of additional taxes in the aggregate amount of NIS 479 (approximately \$132), not including an amount of NIS 421 (approximately \$116) related to expenses that will be deductible in future years, with respect of these four tax years (these amounts include interest and indexation through December 31, 2023). The Company believes it has good arguments against these orders and on November 29, 2023, filed an appeal to the District Court of Tel Aviv against these orders. In addition, the ITA has issued tax assessment for the 2020 tax year, presenting similar arguments as those in the orders for the tax years 2016-2019, in which it demanded the payment of additional taxes in the aggregate amount of NIS 84 (approximately \$23), not including an amount of NIS 95 (approximately \$26) related to expenses that will be deductible in future years, with respect to this year (these amounts include interest and indexation through December 31, 2023). On December 31, 2023 we submitted an initial stage tax appeal against the 2020 tax assessment to the ITA (the Company may appeal such order to the district court). There is no assurance that the ITA will accept our positions on the matters raised and, if it does not, the ITA may also issue an order with respect to the 2020 tax year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 11:- TAXES ON INCOME (Cont.)

2. Foreign Exchange Regulations:

Under the Foreign Exchange Regulations, Check Point Ltd. and its Israeli subsidiaries calculate their tax liability in dollar according to certain orders.

The tax liability, as calculated in dollar is translated into New Israeli Shekels according to the exchange rate as of December 31, of each year.

b. Income taxes of non-Israeli subsidiaries:

Non-Israeli subsidiaries are taxed according to the tax laws in their respective countries of residence.

The Company does not provide deferred tax liabilities when it intends to reinvest earnings of foreign subsidiaries indefinitely or if distributed, no tax liability will be imposed. Undistributed earnings of foreign subsidiaries that are not distributed amounted to \$546.9 and unrecognized deferred tax liability related to such earning amounted to \$89.6 as of December 31, 2023.

c. Deferred tax assets and liabilities:

Deferred taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. As of December 31, 2023 and 2022, the Company's deferred taxes were in respect of the following:

	December 31,	
	2023	2022
Carry forward tax losses	\$ 36.2	\$ 38.7
Employee stock based compensation	30.3	34.9
Deferred revenues	3.0	3.5
Tax credits	32.5	29.8
Unrealized loss on marketable securities, net	11.8	29.6
Accrued employee costs	13.2	11.3
Other	17.3	16.3
Deferred tax assets before valuation allowance	144.3	164.1
Valuation allowance – mainly in respect to carryforward losses	(16.7)	(17.5)
Deferred tax asset	127.6	146.6
Intangible assets	(13.4)	(32.8)
Deferred commission	(9.3)	(3.8)
Other	(6.1)	(15.8)
Deferred tax liability	(28.8)	(52.4)
Deferred tax asset, net	<u>\$ 98.8</u>	<u>\$ 94.2</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 11:- TAXES ON INCOME (Cont.)

*) As of December 31, 2023 and 2022 unrecognized tax benefit in the amounts of \$17.0 and \$16.6 was presented net from deferred tax asset.

Through December 31, 2023, the U.S. subsidiaries had a U.S. federal loss carry-forward of approximately \$75.1 expiring gradually beginning 2023 mainly resulting from tax benefits related to employees' stock option exercises that can be carried forward and offset against taxable income. Through December 31, 2023, the U.S. subsidiaries had a U.S. state net loss carry forward of approximately \$38.1, expiring gradually beginning 2023 and is subject to limitation on their utilization.

Through December 31, 2023, the U.S. subsidiaries had federal and states research and development tax credits of approximately \$26.8, which expire between fiscal years 2023 and fiscal 2042 and are subject to limitations on their utilization.

d. Income before taxes on income is comprised as follows:

	Year ended December 31,		
	2023	2022	2021
Domestic	\$ 901.6	\$ 897.4	\$ 917.9
Foreign	74.0	30.9	31.7
	<u>\$ 975.6</u>	<u>\$ 928.3</u>	<u>\$ 949.6</u>

e. Taxes on income are comprised of the following:

	Year ended December 31,		
	2023	2022	2021
Domestic taxes:			
Current	\$ 140.6	\$ 117.7	\$ 130.9
Deferred	(23.0)	(1.3)	(1.1)
	<u>117.6</u>	<u>116.4</u>	<u>129.8</u>
Foreign taxes:			
Current	13.1	12.7	7.1
Deferred	4.6	2.3	(2.9)
	<u>17.7</u>	<u>15.0</u>	<u>4.2</u>
Taxes on income	<u>\$ 135.3</u>	<u>\$ 131.4</u>	<u>\$ 134.0</u>

f. The Company operates its business in various countries, and accordingly attempts to utilize an efficient operating model to structure its tax payments based on the laws in the countries in which the Company operates. This can cause disputes between the Company and various tax authorities in different parts of the world.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 11:- TAXES ON INCOME (Cont.)

A reconciliation of the beginning and ending amount of unrecognized tax benefits related to uncertain tax positions is as follows:

	<u>December 31,</u>	
	<u>2023</u>	<u>2022</u>
Beginning balance	\$ 436.3	\$ 469.5
Decrease related to tax positions taken during prior years	(35.2)	(85.4)
Increase related to tax positions taken during the current year	51.9	52.2
Ending balance	<u>\$ *) 453.0</u>	<u>\$ *) 436.3</u>

*) As of December 31, 2023 and 2022 unrecognized tax benefit in the amounts of \$17.0 and \$16.6 was presented net from deferred tax asset.

Substantially all the balance of unrecognized tax benefits, if recognized, would reduce the Company's annual effective tax rate.

The Company adjusts the unrecognized tax benefit liability and income tax expense in the period in which the uncertain tax position is effectively settled, the statute of limitations expires or when new information is available. There is a reasonable possibility that a portion of the unrecognized tax benefit liability will be adjusted within 12 months due to statute of limitations. An estimate of the range of the statute of limitations amount cannot be made since the relevant years are subject to the ITA orders (refer also to footnote 10b).

During the years ended December 31, 2023, 2022 and 2021, the Company recorded \$12.6, \$15.9 and \$9.7, respectively for interest expense related to uncertain tax positions. As of December 31, 2023 and 2022, the Company had accrued interest liability related to uncertain tax positions in the amounts of \$72.6 and \$60.0, respectively, which is included within income tax accrual on the balance sheets. The Company did not accrue penalties during the years ended December 31, 2023, 2022 and 2021.

The Company files federal and state income tax returns in the U.S. All of the U.S subsidiaries' tax years are subject to examination by the U.S. federal and most U.S. state tax authorities due to their carry-forward tax losses and overall credit carry-forward position, except for Check Point Software Technologies Inc. that the assessment statute period for tax years throughout 2016 have expired.

The Company believes that it has adequately provided for any reasonably foreseeable outcomes related to tax audits and settlement. The final tax outcome of its tax audits could be different from that which is reflected in the Company's income tax provisions and accruals. Such differences could have a material effect on the Company's income tax provision and net income in the period in which such determination is made. The Company believes it had adequately provided for all of its uncertain tax positions, including those items currently under dispute.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 11:- TAXES ON INCOME (Cont.)

g. Reconciliation of the theoretical tax expenses:

Reconciliation between the theoretical tax expenses, assuming all income is taxed at the statutory rate in Israel and the actual income tax as reported in the statements of income is as follows:

	Year ended December 31,		
	2023	2022	2021
Income before taxes as reported in the statements of income	\$ 975.6	\$ 928.3	\$ 949.6
Statutory tax rate in Israel	23%	23%	23%
Decrease in taxes resulting from:			
Effect of "Technological preferred or Preferred Enterprise" status *)	(8)%	(13)%	(11)%
Others, net	(1)%	4%	2%
Effective tax rate	14%	14%	14%
*) Basic earnings per share amounts of the benefit resulting from the "Technological preferred or Preferred Enterprise" status			
	\$ 0.66	\$ 0.95	\$ 0.80
*) Diluted earnings per share amounts of the benefit resulting from the "Technological preferred or Preferred Enterprise" status			
	\$ 0.65	\$ 0.94	\$ 0.80

NOTE 12:- SHAREHOLDERS' EQUITY

a. General:

Ordinary shares confer upon their holders the right to receive notice to participate and vote in general meetings of the Company, and the right to receive dividends if declared.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 12:- SHAREHOLDERS' EQUITY (Cont.)

b. Share repurchase:

On February 13, 2023 the Company announced the expansion of the Company's on-going share repurchase program by an additional \$2,000. Under the share repurchase program, as extended, the Company is authorized to continue to repurchase up to \$325 each quarter.

As of December 31, 2023, the Company repurchased ordinary shares for an aggregate amount of \$14,372.7. During 2023, 2022 and 2021 the Company repurchased 9,857,092, 10,324,181, and 10,900,938 shares for an aggregate amount of \$1,287.6, \$1,299.9 and \$1,299.5, respectively.

c. Stock Options, RSUs and PSUs:

In 2005, the Company adopted two new equity incentive plans, which were subsequently amended in January 2014 and in July 2018: the 2005 United States Equity Incentive Plan and the 2005 Israel Equity Incentive Plan together are referred to as the Equity Incentive Plans.

Under the Equity Incentive Plans, the Company may grant options to employees, officers and directors at an exercise price equal to at least the fair market value of the ordinary shares at the date of grant and are granted for periods not to exceed seven years. The Company grants under the Equity Incentive Plans options, Restricted Stock Units ("RSUs") and Performance stock units ("PSUs") and can also grant a variety of other equity incentives. Options granted under the Equity Incentive Plans generally vest over a period of four years of employment. Options, RSUs and PSUs that are cancelled or forfeited before expiration become available for future grants. RSUs generally vest over a four years period of employment from the grant date while PSUs generally vest over a two to four years period of employment from the grant date. PSUs are subject to certain performance criteria; accordingly, compensation expense is recognized for such awards when it becomes probable that the related performance condition will be satisfied.

Under the Equity Incentive Plans, the Company's non-employee directors receive on an annual basis options and RSUs grant. Following the amendments to the Equity Incentive Plans in July 2018, commencing December 31, 2018, on December 31 of each year, the number of Reserved and Authorized Shares (as defined below) under both Equity Incentive Plans together shall be annually reset on such date to equal 10% of the sum of (i) the number of ordinary shares issued and outstanding on such date and (ii) the number of ordinary shares reserved and authorized under the Equity Incentive Plans for outstanding awards granted under the Equity Incentive Plans as of such date (provided, however, that in no event shall the number of Reserved and Authorized Shares be less than the number of ordinary shares reserved and authorized under the Equity Incentive Plans for outstanding awards granted under the Equity Incentive Plans as of such date).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 12:- SHAREHOLDERS' EQUITY (Cont.)

The number of "Reserved and Authorized Shares" under the Equity Plans shall equal the sum of (i) the number of ordinary shares reserved and authorized under the Equity Incentive Plans for outstanding options, RSUs, PSUs and other awards granted under the Equity Incentive Plans as of such date, and (ii) the number of ordinary shares reserved, authorized and available for issuance under the Equity Incentive Plans on such date.

As of December 31, 2023, the number of Reserved and Authorized Shares under the Equity Incentive Plans is as detailed below:

Stock Options outstanding	7,233,044
RSU outstanding	2,459,201
PSU outstanding	308,768
Ordinary shares available for issuance under the Equity Incentive Plans	<u>2,289,731</u>
Total Reserved and Authorized Shares as of December 31, 2023	<u><u>12,290,744</u></u>

As of December 31, 2023 the aggregate number of shares, stock options, RSU and PSU outstanding is 122,907,440.

A summary of the Company's stock option activity and related information is as follows:

	Number of options	Weighted average exercise price	Aggregate intrinsic value
	<u>2023</u>		
Outstanding at beginning of year	7,778,108	\$ 115.05	\$ 82.5
Granted	585,000	\$ 131.90	
Exercised	(920,253)	\$ 110.12	
Forfeited	(209,811)	\$ 127.22	
Outstanding at December 31, 2023	<u>7,233,044</u>	<u>\$ 117.50</u>	<u>\$ 255.3</u>
Exercisable at December 31, 2023	<u>5,902,708</u>	<u>\$ 115.74</u>	<u>\$ 218.7</u>

The weighted average fair values at grant date of options granted for the years ended December 31, 2023, 2022 and 2021 with an exercise price equal to the market value at the date of grant were \$43.0, \$34.6 and \$25.9 per share, respectively.

The total intrinsic value of options exercised during the years 2023, 2022 and 2021 was \$20.0, \$32.9 and \$65.1, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 12:- SHAREHOLDERS' EQUITY (Cont.)

The aggregate intrinsic value of the outstanding stock options as of December 31, 2023 and 2022, represents the intrinsic value of 7,233,044 and 7,651,858 outstanding options that are in-the-money as of such dates. As of December 31, 2023 all outstanding options are in-the-money. As of December 31, 2022, the remaining 126,250 outstanding options are out-of-the-money, and their intrinsic value was considered as zero.

A summary of the Company's RSUs and PSUs activity is as follows:

	Year ended		
	December 31, 2023		
	RSUs	PSUs	Total
Unvested at beginning of year	2,219,853	188,493	2,408,346
Granted	1,251,505	159,170	1,410,675
Vested	(752,783)	(10,365)	(763,148)
Forfeited	(259,374)	(28,530)	(287,904)
	<u>2,459,201</u>	<u>308,768</u>	<u>2,767,969</u>

The weighted average fair values at grant date of RSUs and PSUs granted for the years ended December 31, 2023, 2022 and 2021 were \$125.6, \$126.3 and \$120.1 per share, respectively.

The total fair value of shares vested during the years 2023, 2022 and 2021 was \$96.1, \$89.4 and \$66.8, respectively.

As of December 31, 2023, the Company had approximately \$311.7 of unrecognized compensation expense related to non-vested stock options and non-vested RSU's and PSU's, expected to be recognized over a weighted average period of 1.9 years.

d. Employee Stock Purchase Plan ("ESPP"):

In 1996, the Company adopted an ESPP, which was subsequently amended in 2015. Following these amendments, starting with the purchase period on February 1, 2017, a total of 568,478 ordinary shares were designated for issuance under the US ESPP. On June 19, 2019, the allocation for the US ESPP was increased to 750,000 shares. As well, following amendments of 2015 year, for employees outside the United States, 1,096,795 ordinary shares were authorized for issuance under the Non-US ESPP. On January 16, 2024, the Non-US ESPP was increased by 700,000 ordinary shares, bringing the total allocation for the Non-US ESPP to 1,796,795 ordinary shares

As of December 31, 2023, 2,656,325 ordinary shares had been issued under the amended ESPP plan.

Eligible employees may use up to 15% of their salaries to purchase ordinary shares but no more than 1,250 single shares per participant on any purchase date. The ESPP is implemented through an offering every six months. The price of an ordinary share purchased under the ESPP is equal to 85% of the lower of the fair market value of the ordinary share on the subscription date of each offering period or on the purchase date.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 12:- SHAREHOLDERS' EQUITY (Cont.)

During 2023, 2022 and 2021, employees purchased 405,458, 372,242 and 361,675 ordinary shares at average prices of \$105.8, \$103.5 and \$105.3 per share, respectively.

In accordance with ASC No. 718, the ESPP is compensatory and as such results in recognition of compensation cost. For the years ended December 31, 2023, 2022 and 2021, the Company recognized \$11.4, \$9.9 and \$10.9, respectively, of compensation expense in connection with the ESPP.

e. Stock-Based Compensation:

Stock-based compensation expense related to stock options, RSUs, PSUs and ESPP is included in the consolidated statements of income as follows:

	Year ended December 31,		
	2023	2022	2021
Cost of revenues	\$ 7.7	\$ 5.4	\$ 4.8
Research and development	48.7	42.0	31.8
Selling and marketing	56.3	43.2	42.8
General and administrative	32.6	40.8	40.9
	<u>\$ 145.3</u>	<u>\$ 131.4</u>	<u>\$ 120.3</u>

NOTE 13:- EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share:

	Year ended December 31,		
	2023	2022	2021
Net income	<u>\$ 840.3</u>	<u>\$ 796.9</u>	<u>\$ 815.6</u>
Weighted average ordinary shares outstanding	<u>116,913,913</u>	<u>125,205,504</u>	<u>133,121,763</u>
Dilutive effect:			
Employee stock options, RSUs and PSUs	1,433,836	1,133,485	988,285
Diluted weighted average ordinary shares outstanding	<u>118,347,749</u>	<u>126,338,989</u>	<u>134,110,048</u>
Basic earnings per ordinary share	<u>\$ 7.19</u>	<u>\$ 6.37</u>	<u>\$ 6.13</u>
Diluted earnings per ordinary share	<u>\$ 7.10</u>	<u>\$ 6.31</u>	<u>\$ 6.08</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 14:- ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

	Unrealized Gains (losses) on marketable securities	Unrealized Gains (losses) on cash flow hedges	Total
Beginning balance	\$ (94.6)	\$ (3.3)	\$ (97.9)
Other comprehensive income (loss) before reclassifications	49.1	(12.0)	37.1
Amounts reclassified from accumulated other comprehensive income	5.2	16.4	21.6
Net current period other comprehensive income	54.3	4.4	58.7
Ending balance	<u>\$ (40.3)</u>	<u>\$ 1.1</u>	<u>\$ (39.2)</u>

NOTE 15:- GEOGRAPHIC INFORMATION AND SELECTED STATEMENTS OF INCOME DATA

- a. Summary information about geographical areas:

The Company operates in one reportable segment (see Note 1 for a brief description of the Company's business). The total revenues are attributed to geographic areas based on the location of the Company's channel partners which are considered as end customers, as well as direct customers of the Company.

The following table presents total revenues and property and equipment, net, by geographic area:

1. Revenues based on the channel partners' location:

	Year ended December 31,		
	2023	2022	2021
Americas	\$ 1,025.7	\$ 991.1	\$ 922.8
Europe, Middle East and Africa	1,116.7	1,049.5	980.8
Asia Pacific	272.3	289.3	263.2
	<u>\$ 2,414.7</u>	<u>\$ 2,329.9</u>	<u>\$ 2,166.8</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 15:- GEOGRAPHIC INFORMATION AND SELECTED STATEMENTS OF INCOME DATA (Cont.)

2. Property and equipment, net and ROU assets:

	December 31,	
	2023	2022
Israel	\$ 78.4	\$ 73.9
U.S.	8.9	12.8
Rest of the world	14.6	16.8
	<u>\$ 101.9</u>	<u>\$ 103.5</u>

- b. Summary information about product lines:

The Company's products can be classified by three main product lines. The following table presents total revenues for the years ended December 31, 2023, 2022 and 2021 by product lines:

	Year ended December 31,		
	2023	2022	2021
Product and licenses:			
Network security Gateways	\$ 452.0	\$ 507.8	\$ 480.5
Other *)	45.4	47.1	33.4
	497.4	554.9	513.9
Security subscriptions	981.2	858.0	755.2
Software updates and maintenance	936.1	917.0	897.7
Total revenues	<u>\$ 2,414.7</u>	<u>\$ 2,329.9</u>	<u>\$ 2,166.8</u>

- *) Comprised of Endpoint security, Mobile security and Security management products, each comprising of less than 10% of products and licenses revenues.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In millions (except share and per share data)

NOTE 15- GEOGRAPHIC INFORMATION AND SELECTED STATEMENTS OF INCOME DATA (Cont.)

c. Financial income, net:

	Year ended December 31,		
	2023	2022	2021
Financial income:			
Interest income	\$ 92.4	\$ 67.6	\$ 66.1
Financial expense:			
Amortization of marketable securities premium and accretion of discount, net	3.1	18.5	21.0
Realized loss (gain) on sale of marketable securities, net	6.7	-	(1.4)
Foreign currency re-measurement (gain) loss	3.8	3.3	(0.2)
Others	2.3	1.8	4.6
	15.9	23.6	24.0
	\$ 76.5	\$ 44.0	\$ 42.1

Description of the rights of each class of securities registered under Section 12 of the Securities Exchange Act of 1934**Description of shares**

Our authorized share capital consists of the following: (i) 500,000,000 ordinary shares, NIS 0.01 nominal value; (ii) 5,000,000 preferred shares, NIS 0.01 nominal value; and (iii) 10 deferred shares, NIS 1.00 nominal value.

Description of ordinary shares

All of the issued and outstanding ordinary shares are validly issued, fully paid, and non-assessable. The ordinary shares do not have pre-emptive rights. Our memorandum of association, our articles of association and Israeli law do not restrict in any way the ownership or voting of our ordinary shares by non-residents of Israel, except with respect to citizens of countries that are in a state of war with Israel.

Dividend and liquidation rights. The holders of our ordinary shares will be entitled to their proportionate share of any cash dividend, share dividend, or dividend in kind distributed with respect to our ordinary shares. This right may be changed if shares with special dividend rights are authorized in the future. Under the Israeli Companies Law, 5759-1999 (the “Companies Law”), we may declare dividends out of the higher of retained earnings and earnings generated over the two most recent years (the profits test), in either case, provided that our board of directors reasonably believes that the dividend will not render us unable to meet our current or foreseeable obligations when due (the solvency test). Even if we do not comply with the profits test, a court may allow us to distribute a dividend as long as the court is convinced that the solvency test is fulfilled.

Our articles of association provide that the board of directors may declare and distribute interim dividends without the approval of the shareholders. Shareholder approval is required for the payment of a final dividend proposed by the board of directors, but shareholders cannot approve a final dividend that is greater than the board’s proposal. In addition, once an interim dividend has been declared and paid, it cannot be affected by any subsequent resolution of the shareholders or the shareholders’ failure to approve a final dividend.

In the event of our liquidation, holders of our ordinary shares have the equal right to participate in the distribution of assets remaining after payment of liabilities. This right may be changed if shares with special liquidation or dividend rights are issued in the future.

Voting, shareholder meetings and resolutions. Holders of ordinary shares have one vote for each ordinary share held on all matters submitted to a vote of shareholders. This right may be changed if shares with special voting rights are issued in the future.

Under the Companies Law, we must hold an annual meeting of our shareholders once every calendar year and not more than 15 months from the date of the previous annual shareholders’ meeting. The board of directors determines the location of the meeting, which can be in Israel or elsewhere. In addition, our board of directors may, in its discretion, convene additional meetings as “special shareholders’ meetings.” The board of directors is also required to convene a special shareholders’ meeting upon the demand of any of the following: (i) two directors; (ii) one quarter of the directors in office; (iii) the holder or holders of 10% of our outstanding share capital and 1% of our voting power; or (iv) the holder or holders of 10% of our voting power. Our articles of association provide that each shareholder of record is entitled to receive prior notice of any shareholders’ meeting in accordance with the requirements of the Companies Law. The law currently provides for at least 21 days’ notice, with certain specified matters requiring at least 35 days’ notice. For purposes of determining the shareholders entitled to notice and to vote at such meeting, the board of directors may fix a record date, which shall be between 4 and 60 days prior to the date of the meeting.

Under the Companies Law, one or more shareholders holding at least 1% of the voting rights at a general meeting of shareholders may request that the board of directors include a matter in the agenda of a general meeting of shareholders to be convened in the future, provided that it is appropriate to discuss such a matter at the general meeting, and provided, further, that if the matter requested to be added to the agenda is to appoint or remove a director, such request must be submitted by one or more shareholders holding at least 5% of the voting rights at a general meeting of shareholders.

The quorum required for a meeting of shareholders consists of at least two shareholders present in person or by proxy and holding more than 50% of the voting power. The chairman of the board of directors presides at each of our shareholders' meetings. The chairman of the meeting does not have an additional or casting vote. A meeting adjourned for lack of a quorum will be adjourned to the same day in the following week, at the same time and place, or to the day, time and place that the chairman determines, with the consent of the holders of a majority of the shares present in person or by proxy and voting on the question of adjournment. At the reconvened meeting, the required quorum consists of any two shareholders, regardless of the number of shares they hold or represent.

The Companies Law requires that shareholders approve certain transactions, actions and arrangements, as described below under the caption "Approval of certain transactions; obligations of directors, officers and shareholders."

Shareholders' resolutions will be deemed adopted if approved by the holders of a majority of the voting power voting at a shareholders' meeting, except for the following decisions which require a different majority:

- (1) A special or extraordinary resolution (such as a resolution amending our memorandum of association or articles of association). A majority of at least 75% of the shares voting on the matter is needed.
- (2) A voluntary liquidation process or a merger. A majority of at least 75% of the shares voting on the matter is needed.
- (3) A compromise or arrangement between us and our creditors or shareholders, reorganization, stock split or reverse split. This has to be approved by a majority in the number of the persons participating in the vote (except for those abstaining) who together hold at least 75% of the value represented at the vote. In addition, court approval is needed.
- (4) The nomination and dismissal of outside directors. Outside directors may be elected or removed by a majority vote at a shareholders' meeting, as long as either:
 - (i) the majority of shares includes a majority of the shares of non-controlling shareholders and shareholders who have no personal interest in the election of the outside directors (excluding a personal interest that is not related to a relationship with the controlling shareholders) voted at the meeting, or
 - (ii) the total number of shares of non-controlling shareholders and disinterested shareholders voted against the proposal does not exceed 2% of our aggregate voting rights.
- (5) Extraordinary transactions with a controlling shareholder (i.e., any shareholder that has the ability to direct our actions, including any shareholder who holds 25% or more of our voting rights if no other shareholder owns more than 50% of our voting rights), with another person in which the controlling shareholder has a personal interest; or a transaction with a controlling shareholder (or a relative of such controlling shareholder) concerning terms of compensation for service as an office holder, or as a service provider to the company, including through a company controlled by a controlling shareholder. Following audit committee (or, alternatively, compensation committee if it relates to terms of compensation for service as an office holder or as a service provider) and board of directors approval, these transactions must be approved by a majority vote at a shareholders' meeting, as long as either:
 - (i) the majority of shares includes at least a majority of the shares of the voting shareholders who have no personal interest in the transaction, or
 - (ii) the total shareholdings of those who have no personal interest in the transaction and who vote against the transaction does not exceed 2% of our aggregate voting rights.

Generally, the approval of such a transaction may not extend for more than three years, except that in the case of an extraordinary transaction with a controlling shareholder or in which a controlling shareholder has a personal interest that does not concern terms of compensation for service as an office holder, or as a service provider to the company, the transaction may be approved for a longer period if the audit committee determines that the approval of the transaction for a period longer than three years is reasonable under the circumstances.

- (6) The adoption of an executive compensation policy. Following compensation committee and board of directors approval, the policy must be approved by a majority vote at a shareholders' meeting, as long as either:
- (i) the majority of shares includes a majority of the shares of non-controlling shareholders and shareholders who have no personal interest in the adoption of the policy voted at the meeting, or
 - (ii) the total number of shares of non-controlling shareholders and disinterested shareholders voted against the proposal does not exceed 2% of our aggregate voting rights.
- (7) The approval of a compensation arrangement with the chief executive officer or the approval of a compensation arrangement with an executive officer or director that is not in compliance with the company's executive compensation policy. Following compensation committee and board of directors approval specifying the special circumstances requiring the arrangement of such arrangement (in the case of an arrangement that is not in compliance with the executive compensation policy), the compensation arrangement must be approved by a majority vote at a shareholders' meeting, as long as either:
- (i) the majority of shares includes a majority of the shares of non-controlling shareholders and shareholders who have no personal interest in the adoption of the compensation arrangement voted at the meeting, or
 - (ii) the total number of shares of non-controlling shareholders and disinterested shareholders voted against the proposal does not exceed 2% of our aggregate voting rights.

Transfer of shares. Fully paid ordinary shares are issued in registered form and, subject to applicable securities laws, may be transferred freely.

Election of directors. Our ordinary shares do not have cumulative voting rights in the election of directors. Therefore, the holders of shares representing more than 50% of the voting rights at the shareholders' meeting, voting in person or by proxy, have the power to elect any or all of the directors whose positions are being filled at that meeting, subject to the special approval requirements for outside directors described above.

Chairman of the Board. Under the Companies Law, the general manager of a company (or a relative of the general manager) may not serve as the chairman of the board of directors, and the chairman of the board of directors (or a relative of the chairman of the board of directors) may not serve as the general manager, unless approved by the shareholders by a special majority vote prescribed by the Companies Law. In any event, the shareholder vote cannot authorize the appointment for a period longer than three years, which period may be extended from time to time by the shareholders with a similar special majority vote. The chairman of the board of directors shall not hold any other position with the company (except as general manager if approved in accordance with the above procedure) or in any entity controlled by the company, other than as chairman of the board of directors of a controlled entity, and the company shall not delegate to the chairman duties that, directly or indirectly, make him or her subordinate to the general manager.

Transfer agent and registrar. The transfer agent and registrar for our ordinary shares is Equiniti Trust Company, LLC 59 Maiden Lane, Plaza Level, New York, NY 10038 U.S.A., Tel.: 718-921-8124.

Amendment of rights of ordinary shares

The rights and provisions of the ordinary shares may be cancelled, added to, restricted, amended, or otherwise altered with a vote of the holders of at least 75% of the outstanding ordinary shares voting at a duly convened shareholders' meeting.

Description of preferred shares

We have 5,000,000 preferred shares authorized. Our articles of association provide that the board of directors has the authority to issue the preferred shares in one or more series and to fix the rights, preferences, privileges and restrictions of the preferred shares, including dividend rights, dividend rates, conversion rights, voting rights, terms of redemption, redemption prices, liquidation preferences and the number of shares constituting any series, without further vote or action by the shareholders. If this provision withstands judicial scrutiny under the Companies Law, the issuance of preferred shares may have the effect of delaying, deferring or preventing a change in control of us without further action by the shareholders. For example, the board of directors could issue preferred shares with voting and conversion rights that may adversely affect the voting power of the holders of ordinary shares, including the loss of voting control to others.

Limitations on the Right to Own Our Securities

Neither our memorandum or articles of association nor the laws of the State of Israel restrict in any way the ownership or voting of our ordinary shares by non-residents, except that the laws of the State of Israel may restrict the ownership of ordinary shares by residents of countries that are in a state of war with Israel.

Anti-Takeover Measures

Some of the provisions of our articles of association and Israeli law could, together or separately:

- discourage potential acquisition proposals,
- delay or prevent a change in control, and
- limit the price that investors might be willing to pay in the future for our ordinary shares.

Israeli corporate law regulates acquisitions of shares through tender offers and mergers; requires special approvals for transactions involving directors, officers or significant shareholders; and regulates other matters that may be relevant to these types of transactions.

Under the Companies Law, in the case of a merger, the shareholders and board of directors of each of the merging companies generally need to approve the merger. Shares held in one of the merging companies by the other merging company (or certain of its affiliates) are not counted toward the required approval. If a merging company has different classes of shares, the approval of each class may be required. Under the Companies Law, a merger of our company requires the approval of a supermajority of at least 75% of our shares that are voted on the merger. A merger cannot be completed until 30 days have passed after shareholder approval of each of the merging companies, all approvals have been submitted to the Israeli Registrar of Companies and 50 days have passed from the time that a proposal for approval of the merger is filed with the Registrar of Companies. In addition, a creditor can seek to block a merger on the ground that the surviving company will not be able to meet its obligations.

The Companies Law also provides that an acquisition of shares in a public company, such as our company, must be done by means of a tender offer, if as a result of the acquisition, the purchaser would become the holder of 25% or more of the voting rights in the company (unless there is another 25% shareholder of the company, or the shares are acquired from another 25% shareholder). Similarly, the Companies Law provides that an acquisition of shares in a public company, such as our company, must be done by means of a tender offer, if as a result of the acquisition the purchaser would hold more than 45% of the shares of the company (unless there is another holder of more than 45% of the shares of the company, or the shares are acquired from another holder of more than 45% of the shares of the company). These rules do not apply if the acquisition takes the form of a merger.

Regulations promulgated under the Companies Law provide that these tender offer requirements do not apply to companies whose shares are listed for trading outside of Israel if, according to the law in the country in which the shares are traded or the rules and regulations of the stock exchange on which the shares are traded:

- there is a limitation on acquisition of any level of control of the company, or
- the acquisition of any level of control requires the purchaser to make a tender offer to the public.

The Companies Law provides specific rules and procedures for the acquisition of shares held by minority shareholders if the majority shareholder holds more than 90% of the outstanding shares. Israeli tax law treats specified acquisitions, including a stock-for-stock swap between an Israeli company and a foreign company, less favorably than does U.S. tax law.

In addition, our articles of association contain certain provisions that may make it more difficult to acquire us, such as the ability of our board of directors to issue preferred shares, as described above under the caption "Description of preferred shares."

Our articles of association provide that we may not engage in any business combination with an interested shareholder for a period of three years after the date that the shareholder became an interested shareholder, unless:

- Prior to that date, the board of directors approved either the business combination or the transaction that resulted in the shareholder becoming an interested shareholder; or
- Upon consummation of the transaction that resulted in the shareholder becoming an interested shareholder, the interested shareholder owned at least 75% of our voting shares outstanding at the time the transaction commenced.

A business combination includes:

- any merger or consolidation between the interested shareholder and us;
- any sale, lease, exchange, mortgage, pledge, transfer or other disposition of 10% or more of our assets in a transaction involving the interested shareholder;
- subject to certain exceptions, any transaction that results in our issuance or transfer of any of our shares to the interested shareholder;
- any transaction in which we are involved that has an effect of increasing the proportionate share of our shares, of any class or series, beneficially owned by the interested shareholder; or
- the receipt by the interested shareholder of the benefit of any loans, advances, guarantees, pledges, or other financial benefits provided by or through us.

In general, the articles of association define an interested shareholder as any entity or person that beneficially owns 15% or more of our outstanding voting shares and any entity or person affiliated with, controlling or controlled by such entity or person.

In addition, our shareholders are not able to cumulate votes at a meeting, which may require the acquirer to hold more shares to gain representation on the board of directors than if cumulative voting were permitted.

CHECK POINT SOFTWARE TECHNOLOGIES LTD.

2005 ISRAEL EQUITY INCENTIVE PLAN, AS AMENDED

1. Purposes of the Plan. The purposes of this Israel Equity Incentive Plan are:
- to attract and retain the best available personnel for positions of substantial responsibility,
 - to provide additional incentive to Service Providers, and
 - to promote our employees' interest in the success of the Company's business.

Awards granted under the Plan may be Options, Restricted Stock, Restricted Stock Units, Performance Shares, Performance Units, Deferred Stock Units or Dividend Equivalents, as determined by the Administrator at the time of grant.

Furthermore, the Plan is designed to benefit from, and is made pursuant to, the provisions of Section 102 of the Ordinance, with respect to Awards granted to Employees pursuant to the Plan.

2. Definitions. As used herein, the following definitions shall apply:

- (a) "Administrator" means the Board or any of its Committees as shall be administering the Plan, in accordance with Section 4 of the Plan.
 - (b) "Affiliate" means an "employing company" as such term is defined in Section 102(a) of the Ordinance, other than the Company itself.
 - (c) "Applicable Laws" means the requirements relating to the administration of, or otherwise affecting, equity compensation plans under the Companies Law, the Securities Law, other applicable laws of Israel, U.S. federal and state securities laws, any stock exchange or quotation system on which the Shares are listed or quoted, U.S. state corporate laws, and any other country or jurisdiction where Awards are granted under the Plan or a sub-plan or addendum hereto.
 - (d) "Approved 102 Award" means an Award granted pursuant to Section 102(b) of the Ordinance and held in trust by a Trustee for the benefit of the Participant.
 - (e) "Award" means, individually or collectively, a grant under the Plan of Options, Restricted Stock, Restricted Stock Units, Performance Shares, Performance Units, Deferred Stock Units or Dividend Equivalents.
-

- (f) "Award Agreement" means the written or electronic agreement setting forth the terms and provisions applicable to each Award granted under the Plan. The Award Agreement is subject to the terms and conditions of the Plan.
- (g) "Awarded Stock" means the Shares subject to an Award.
- (h) "Board" means the Board of Directors of the Company.
- (i) "Capital Gains Award (CGA)" means an Approved 102 Award elected and designated by the Company to qualify for capital gains tax treatment in accordance with Section 102(b)(2) of the Ordinance.
- (j) "Change of Control" means the occurrence of any of the following events, in one or a series of related transactions:
- (i) any individual or entity, other than the Company, a subsidiary of the Company or a Company employee benefit plan, including any trustee of such plan acting as trustee, is or becomes the "beneficial owner", directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the combined voting power of the Company's then outstanding securities entitled to vote generally in the election of directors; or
 - (ii) a merger or consolidation of the Company or any direct or indirect subsidiary of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity outstanding immediately after such merger or consolidation; or
 - (iii) the sale or disposition by the Company of all or substantially all the Company's assets.
- (k) "Committee" means a Committee appointed by the Board in accordance with Section 4 of the Plan.
- (l) "Companies Law" means the Israeli Companies Law, 5759-1999.
- (m) "Company" means Check Point Software Technologies Ltd.
- (n) "Consultant" means any person, other than an Employee, engaged by the Company or any Affiliate to render services and who is compensated for such services.
- (o) "Continuous Status as a Director" means that the Director relationship is not interrupted or terminated.

- (p) “Controlling Shareholder” shall have the meaning ascribed to such term in Section 32(9) of the Ordinance.
- (q) “Deferred Stock Unit” means a deferred stock unit Award granted to a Participant pursuant to Section 13.
- (r) “Director” means a member of the Board.
- (s) “Disability” means total and permanent disability as determined by the Administrator.
- (t) “Dividend Equivalent” means a credit, payable in cash, made at the discretion of the Administrator, to the account of a Participant in an amount equal to the cash dividends paid on one Share for each Share represented by an Award held by such Participant. The Dividend Equivalent for each Share subject to an Award shall only be paid to a Participant on the vesting date for such Share.
- (u) “Election” means the Company’s election of the type of Approved 102 Awards as set forth in Section 19(b)(iii).
- (v) “Employee” means any person employed by the Company or any Affiliate of the Company, and includes Officers and Directors. A Service Provider shall not cease to be an Employee in the case of (i) any leave of absence approved by the Company or (ii) transfers between locations of the Company or between the Company, any Subsidiary, or any successor.
- (w) “Fair Market Value” means, as of any date, the value of Shares determined as follows:
 - (i) If the Shares are listed on any established stock exchange or a national market system, including without limitation the Nasdaq National Market of the National Association of Securities Dealers, Inc. Automated Quotation (“Nasdaq”) System, the Fair Market Value of a Share shall be the closing sales price for such shares (or the closing bid, if no sales were reported) as quoted on such system or exchange (or the exchange with the greatest volume of trading in Shares) on the day of determination, as reported in *The Wall Street Journal* or such other source as the Administrator deems reliable;
 - (ii) If the Shares are quoted on the Nasdaq System (but not on the Nasdaq National Market thereof) or are regularly quoted by a recognized securities dealer but selling prices are not reported, the Fair Market Value of a Share shall be the mean between the high bid and low asked prices for the Shares on the last market trading day prior to the day of determination, as reported in *The Wall Street Journal* or such other source as the Administrator deems reliable;
 - (iii) In the absence of an established market for the Shares, the Fair Market Value shall be determined in good faith by the Administrator.

- (x) “ITA” means the Israeli Tax Authorities.
- (y) “Non-approved 102 Award” means an Award granted pursuant to Section 102(c) of the Ordinance and not held in trust by a Trustee.
- (z) “Non-employee Director” means a Director who is neither an Employee nor a Consultant, and who is a resident of Israel.
- (aa) “Notice of Grant” means a written or electronic notice evidencing certain terms and conditions of an individual Award. The Notice of Grant is part of the Award Agreement.
- (bb) “Officer” means, with respect to the Company and Affiliates that are Israeli companies, a person who is a “*nosei misra*” within the meaning of the Companies Law but is not a Director, and with respect to Affiliates that are not Israeli companies means a person who is an officer within the meaning of the applicable corporate law of the jurisdiction of incorporation of such Affiliate.
- (cc) “Option” means an option to purchase Shares granted pursuant to the Plan.
- (dd) “Option Agreement” means a written or electronic agreement between the Company and a Participant evidencing the terms and conditions of an individual Option grant. The Option Agreement is subject to the terms and conditions of the Plan.
- (ee) “Ordinance” means the Israeli Income Tax Ordinance (New Version), 1961 as now in effect and as hereafter amended.
- (ff) “Ordinary Income Award (OIA)” means an Approved 102 Award elected and designated by the Company to qualify for ordinary income tax treatment in accordance with Section 102(b)(1) of the Ordinance.
- (gg) “Ordinary Shares” shall mean the Ordinary Shares of the Company, NIS 0.01 nominal value.
- (hh) “Participant” means the holder of an outstanding Award granted under the Plan.
- (ii) “Performance Share” means a performance share Award granted to a Participant pursuant to Section 11.
- (jj) “Performance Unit” means a performance unit Award granted to a Participant pursuant to Section 12.
- (kk) “Plan” means this 2005 Israel Equity Incentive Plan.

- (ll) “Restricted Stock” means Shares granted pursuant to Section 9 of the Plan.
- (mm) “Restricted Stock Unit” means an Award granted pursuant to Section 10 of the Plan.
- (nn) “Section 3(i) Award” means an Award granted to a Consultant or a Controlling Shareholder in accordance with Section 3(i) of the Ordinance.
- (oo) “Section 102” means Section 102 of the Ordinance and any regulations, rules, and orders of procedures promulgated thereunder as now in effect or as hereafter amended.
- (pp) “Section 102 Shares” means Shares issued under a Section 102 Award pursuant to Section 19(c)(i) below.
- (qq) “Section 102 Period” shall have the meaning ascribed to such term in Section 19(c)(i) below.
- (rr) “Securities Law” means the Israeli Securities Law, 5728–1968.
- (ss) “Service Provider” means an Employee or Consultant.
- (tt) “Share” means one Ordinary Share, as adjusted in accordance with Section 21 of the Plan.
- (uu) “Trustee” means a trustee designated by the Board and approved by the ITA, pursuant to the requirements of Section 102 and a trust agreement to be entered into and between the Company and such Trustee and approved by the ITA.

3. Shares Subject to the Plan.

(a) Subject to the provisions of Section 21 of the Plan, the maximum aggregate number of Shares which may be issued under the Plan and the Company’s 2005 U.S. Equity Incentive Plan, as amended (the “U.S. Plan”, and collectively with the Plan, the “Equity Plans”), is 19,000,000 Shares; provided, however, that on December 31st of each year, commencing December 31, 2018, the number of Reserved and Authorized Shares (as defined below) under the Equity Plans shall be automatically reset on such date to equal 10% of the sum of (A) the number of Shares issued and outstanding on such date and (B) the number of Shares reserved and authorized under the Equity Plans for outstanding Awards granted under the Equity Plans as of such date; provided, however, that in no event shall the number of Reserved and Authorized Shares be less than the number of Shares reserved and authorized under the Equity Plans for Awards granted under the Plans that are outstanding as of such date. The number of “*Reserved and Authorized Shares*” under the Equity Plans shall equal the sum of (i) the number of Shares reserved and authorized under the Equity Plans for outstanding Awards granted under the Equity Plans as of such date, and (ii) the number of Shares reserved, authorized and available for issuance under the Equity Plans on such date.

(b) The Shares may be authorized but unissued, or reacquired, Shares.

(c) Intentionally omitted.

(d) If an Award expires or becomes unexercisable without having been exercised in full, or, with respect to Restricted Stock, Performance Shares or Restricted Stock Units, is forfeited to or repurchased by the Company at its original purchase price due to such Award failing to vest, the unpurchased Shares (or for Awards other than Options, the forfeited or repurchased shares) which were subject thereto shall become available for future grant or sale under the Plan (unless the Plan has terminated). Shares that have actually been issued under the Plan under any Award shall not be returned to the Plan and shall not become available for future distribution under the Plan; provided, however, that if Shares of Restricted Stock, Performance Shares or Restricted Stock Units are repurchased by the Company at their original purchase price or are forfeited to the Company due to such Awards failing to vest, such Shares shall become available for future grant under the Plan. Shares used to pay the exercise price of an Option shall not become available for future grant or sale under the Plan. Shares used to satisfy tax withholding obligations shall not become available for future grant or sale under the Plan. To the extent an Award under the Plan is paid out in cash rather than shares, such cash payment shall not reduce the number of Shares available for issuance under the Plan. Any payout of Dividend Equivalents or Performance Units, because they are payable only in cash, shall not reduce the number of Shares available for issuance under the Plan. Conversely, any forfeiture of Dividend Equivalents or Performance Units shall not increase the number of Shares available for issuance under the Plan.

4. Administration of the Plan.

(a) Procedure. The Plan shall be administered by (A) the Board or (B) a Committee, which committee shall be constituted to satisfy Applicable Laws. The Plan may be administered by different Committees with respect to different groups of Service Providers.

(b) Powers of the Administrator. Subject to the provisions of the Plan, and in the case of a Committee, subject to the specific duties delegated by the Board to such Committee, the Administrator shall have the authority, in its discretion:

- (i) to determine the Fair Market Value of the Shares, in accordance with Section 2(w) of the Plan;
- (ii) to select the Service Providers to whom Awards may be granted here-under;
- (iii) to determine whether and to what extent Awards or any combination thereof, are granted hereunder;
- (iv) to determine the number of Shares or equivalent units to be covered by each Award granted hereunder;

- (v) to approve forms of agreement for use under the Plan;
- (vi) to determine the terms and conditions, not inconsistent with the terms of the Plan, of any award granted hereunder. Such terms and conditions include, but are not limited to, the exercise price, the time or times when Options may be exercised or other Awards vest (which may be based on performance criteria), any vesting acceleration or waiver of forfeiture restrictions, and any restriction or limitation regarding any Award or Shares relating thereto, based in each case on such factors as the Administrator, in its sole discretion, shall determine;
- (vii) to construe and interpret the terms of the Plan and Awards;
- (viii) to prescribe, amend and rescind rules and regulations relating to the Plan, including rules and regulations relating to sub-plans or Plan addendums, established for the purpose of qualifying for preferred tax treatment (e.g., Section 102);
- (ix) to modify or amend each Award (subject to Section 23(c) of the Plan), including the discretionary authority to extend the post-termination exercisability period of Options longer than is otherwise provided for in the Plan;
- (x) to authorize any person to execute on behalf of the Company any instrument required to effect the grant of an Award previously granted by the Administrator;
- (xi) to allow Participants to satisfy withholding tax obligations by electing to have the Company and/or its Affiliates and/or the Trustee withhold taxes in accordance with the Applicable Laws. The Fair Market Value of any Shares to be withheld shall be determined on the date that the amount of tax to be withheld is to be determined. All elections by a Participant to have Shares or cash withheld for this purpose shall be made in such form and under such conditions as the Administrator may deem necessary or advisable;
- (xii) to determine whether Dividend Equivalents will be granted in connection with another Award;
- (xiii) to determine the terms and restrictions applicable to Awards;
- (xiv) to determine the price per each Share to be issued under the Awards (excluding the Option exercise price to be set in accordance with Section 8(b) below). Shares to be issued under grants of Restricted Stock, RSUs, Performance Shares and Performance Units may be issued upon payment of their nominal value;
- (ix) to make an election as to the type of 102 Approved Award; and
- (xv) to make all other determinations deemed necessary or advisable for administering the Plan.

(c) Effect of Administrator's Decision. The Administrator's decisions, determinations and interpretations shall be final and binding on all Participants and any other holders of Awards.

5. Eligibility. Awards may be granted to Service Providers, provided that Section 102 Awards may be granted only to Employees.

6. No Employment Rights. Neither the Plan nor any Award shall confer upon a Participant any right with respect to continuing the Participant's employment with the Company or its Affiliates, nor shall they interfere in any way with the Participant's right or the Company's or Affiliate's right, as the case may be, to terminate such employment at any time, with or without cause or notice.

7. Term of Plan. The Plan will become effective upon its adoption by the Board and will remain in effect until terminated pursuant to Section 23 of the Plan.

8. Options.

(a) Term. The term of each Option shall be stated in the Notice of Grant; provided, however, that the term shall be no more than seven (7) years from the date of grant or such shorter term as may be provided in the Notice of Grant.

(b) Option Exercise Price. The per share exercise price for the Shares to be issued pursuant to exercise of an Option shall be determined by the Administrator and shall be no less than 100% of the Fair Market Value per share on the date of grant.

(c) Waiting Period and Exercise Dates. At the time an Option is granted, the Administrator shall fix the period within which the Option may be exercised and shall determine any conditions which must be satisfied before the Option may be exercised. In so doing, the Administrator may specify that an Option may not be exercised until the completion of a service period or until performance milestones are satisfied. In any event, no Option granted hereunder shall vest until at least six months following the Option grant date.

(d) Form of Consideration. The Administrator shall determine the acceptable form of consideration for exercising an Option, including the method of payment. In the case of a Section 102 Award, the Administrator shall determine the acceptable form of consideration at the time of grant. Subject to Applicable Laws, such consideration may consist entirely of:

(i) cash;

(ii) check;

(iii) other Shares which (A) in the case of Shares acquired upon exercise of an option, have been owned by the Participant for more than six months on the date of surrender, and (B) have a Fair Market Value on the date of surrender equal to the aggregate exercise price of the Shares as to which said Option shall be exercised;

(iv) delivery of a properly executed exercise notice together with such other documentation as the Administrator and the broker, if applicable, shall require to effect an exercise of the Option and delivery to the Company or Affiliate of the sale proceeds required to pay the exercise price;

(v) any combination of the foregoing methods of payment; or

(vi) such other consideration and method of payment for the issuance of Shares to the extent permitted by Applicable Laws.

(c) Exercise of Option; Rights as a Shareholder. Any Option granted hereunder shall be exercisable according to the terms of the Plan and at such times and under such conditions as determined by the Administrator and set forth in the Option Agreement.

An Option may not be exercised for a fraction of a Share.

An Option shall be deemed exercised when the Company receives: (i) written or electronic notice of exercise (in accordance with the Option Agreement) from the person entitled to exercise the Option, and (ii) full payment for the Shares with respect to which the Option is exercised. Full payment may consist of any consideration and method of payment authorized by the Administrator and permitted by the Option Agreement and the Plan. Shares issued upon exercise of an Option shall be issued in the name of the Participant, provided however that Shares issued following the exercise of Options granted under Section 102(b) to the Ordinance shall be issued under the name of the Trustee for the benefit of the Participant and shall be held in trust by the Trustee. Until the stock certificate evidencing such Shares is issued (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company), no right to vote or receive dividends or any other rights as a shareholder shall exist with respect to the optioned stock, notwithstanding the exercise of the Option. The Company shall issue (or cause to be issued) such stock certificate promptly after the Option is exercised. No adjustment will be made for a dividend or other right for which the record date is prior to the date the stock certificate is issued, except as provided in Section 21 of the Plan.

Exercising an Option in any manner shall decrease the number of Shares thereafter available for sale under the Option, by the number of Shares as to which the Option is exercised.

9. Restricted Stock.

(a) Grant of Restricted Stock. Subject to the terms and conditions of the Plan, Restricted Stock may be granted to Participants at any time as shall be determined by the Administrator, in its sole discretion. The Administrator shall have complete discretion to determine (i) the number of Shares subject to a Restricted Stock award granted to any Participant, and (ii) the conditions that must be satisfied, which typically will be based principally or solely on continued provision of services but may include a performance-based component, upon which is conditioned the grant, vesting or issuance of Restricted Stock; provided, however that no Restricted Stock Award shall vest until at least one year following the grant date.

(b) Other Terms. The Administrator, subject to the provisions of the Plan, shall have complete discretion to determine the terms and conditions of Restricted Stock granted under the Plan. Restricted Stock grants shall be subject to the terms, conditions, and restrictions determined by the Administrator at the time the stock or the restricted stock unit is awarded. The Administrator may require the recipient to sign a Restricted Stock Award agreement as a condition of the award. Any certificates representing the Shares of stock awarded shall bear such legends as shall be determined by the Administrator.

(c) Restricted Stock Award Agreement. Each Restricted Stock grant shall be evidenced by an agreement that shall specify the purchase price (if any) and such other terms and conditions as the Administrator, in its sole discretion, shall determine; provided; however, that if the Restricted Stock grant has a purchase price, such purchase price must be paid no more than ten (10) years following the date of grant.

10. Restricted Stock Units.

(a) Grant. Restricted Stock Units may be granted at any time and from time to time as determined by the Administrator. The Administrator shall have complete discretion to determine (i) the number of Shares subject to a Restricted Stock Unit award granted to any Participant, and (ii) the conditions that must be satisfied, which typically will be based principally or solely on continued service but may include a performance-based component, upon which is conditioned the grant or vesting of Restricted Stock Units. Restricted Stock Units shall be granted in the form of units to acquire Shares. Each such unit shall be the equivalent of one Share for purposes of determining the number of Shares subject to an Award. Until the Shares are issued, no right to vote or receive dividends or any other rights as a shareholder shall exist with respect to the units to acquire Shares.

(b) Vesting Criteria and Other Terms. The Administrator shall set vesting criteria in its discretion, which, depending on the extent to which the criteria are met, will determine the number of Restricted Stock Units that will be paid out to the Participant. The Administrator may set vesting criteria based upon the achievement of Company-wide, Affiliate-wide, business unit, or individual goals (including, but not limited to, continued employment), or any other basis determined by the Administrator in its discretion; provided, however that no Restricted Unit Award shall vest until at least one year following the grant date.

(c) Earning Restricted Stock Units. Upon meeting the applicable vesting criteria, the Participant shall be entitled to receive a payout as specified in the Restricted Stock Unit Award Agreement. Notwithstanding the foregoing, at any time after the grant of Restricted Stock Units, the Administrator, in its sole discretion, may reduce or waive any vesting criteria that must be met to receive a payout.

(d) Form and Timing of Payment. Payment of earned Restricted Stock Units shall be made as soon as practicable after the date(s) set forth in the Restricted Stock Unit Award Agreement. The Administrator shall pay earned Restricted Stock Units in Shares.

(e) Cancellation. On the date set forth in the Restricted Stock Unit Award Agreement, all unearned Restricted Stock Units shall be forfeited to the Company.

11. Performance Shares.

(a) Grant of Performance Shares. Subject to the terms and conditions of the Plan, Performance Shares may be granted to Participants at any time as shall be determined by the Administrator, in its sole discretion. The Administrator shall have complete discretion to determine (i) the number of Shares subject to a Performance Share award granted to any Participant, and (ii) the conditions that must be satisfied, which typically will be based principally or solely on achievement of performance milestones but may include a service-based component, upon which is conditioned the grant or vesting of Performance Shares. Performance Shares shall be granted in the form of units to acquire Shares. Each such unit shall be the equivalent of one Share for purposes of determining the number of Shares subject to an Award. Until the Shares are issued, no right to vote or receive dividends or any other rights as a shareholder shall exist with respect to the units to acquire Shares.

(b) Other Terms. The Administrator, subject to the provisions of the Plan, shall have complete discretion to determine the terms and conditions of Performance Shares granted under the Plan. Performance Share grants shall be subject to the terms, conditions, and restrictions determined by the Administrator at the time the stock is awarded, which may include such performance-based milestones as are determined appropriate by the Administrator; provided, however that no Performance Share Award shall vest until at least one year following the grant date. The Administrator may require the recipient to sign a Performance Shares agreement as a condition of the award. Any certificates representing the Shares of stock awarded shall bear such legends as shall be determined by the Administrator.

(c) Performance Share Award Agreement. Each Performance Share grant shall be evidenced by an agreement that shall specify such other terms and conditions as the Administrator, in its sole discretion, shall determine.

12. Performance Units.

(a) Grant of Performance Units. Performance Units are similar to Performance Shares, except that they shall be settled in a cash equivalent to the Fair Market Value of the underlying Shares, determined as of the vesting date. Subject to the terms and conditions of the Plan, Performance Units may be granted to Participants at any time and from time to time as shall be determined by the Administrator, in its sole discretion. The Administrator shall have complete discretion to determine the conditions that must be satisfied, which typically will be based principally or solely on achievement of performance milestones but may include a service-based component, upon which is conditioned the grant or vesting of Performance Units. Performance Units shall be granted in the form of units to acquire Shares. Each such unit shall be the cash equivalent of one Share. No right to vote or receive dividends or any other rights as a shareholder shall exist with respect to Performance Units or the cash payable thereunder.

(b) Number of Performance Units. The Administrator will have complete discretion in determining the number of Performance Units granted to any Participant.

(c) Other Terms. The Administrator, subject to the provisions of the Plan, shall have complete discretion to determine the terms and conditions of Performance Units granted under the Plan. Performance Unit grants shall be subject to the terms, conditions, and restrictions determined by the Administrator at the time the grant is awarded, which may include such performance-based milestones as are determined appropriate by the Administrator. The Administrator may require the recipient to sign a Performance Unit agreement as a condition of the award. Any certificates representing the units awarded shall bear such legends as shall be determined by the Administrator.

(d) Performance Unit Award Agreement. Each Performance Unit grant shall be evidenced by an agreement that shall specify such terms and conditions as the Administrator, in its sole discretion, shall determine.

13. Deferred Stock Units. Deferred Stock Units shall consist of a Restricted Stock, Restricted Stock Unit, Performance Share or Performance Unit Award that the Administrator, in its sole discretion permits to be paid out in installments or on a deferred basis, in accordance with rules and procedures established by the Administrator. Deferred Stock Units shall remain subject to the claims of the Company's general creditors until distributed to the Participant.

14. Automatic Stock Option and RSU Grants to Non-employee Directors.

(a) Procedure for Grants. All grants of Options and RSU to Non-employee Directors under this Section 14 shall be automatic and non-discretionary and shall be made strictly in accordance with the following provisions:

(i) Each Non-employee Director shall be automatically granted (i) an Option to purchase 25,000 Shares, or a lesser amount determined by the Board, in its sole discretion (the "First Option"), and (ii) RSUs with a value of \$200,000, or a lesser amount determined by the Board, in its sole discretion (the "First RSU"), and, together with the First Option, the "First Awards"), upon the date on which such person first becomes a Director, whether through election by the shareholders of the Company or appointment by the Board of Directors to fill a vacancy; provided, however, that a Non-employee Director who has previously been employed by the Company (or any Affiliate) shall not be eligible to receive a First Option or a First RSU.

(ii) At each of the Company's annual shareholder meetings, and commencing in 2023, each Non-employee Director shall be automatically granted (i) an Option to purchase 5,000 Shares, or a lesser amount determined by the Board, in its sole discretion (the "Annual Option"), and (ii) RSUs with a value of \$150,000, or a lesser amount determined by the Board, in its sole discretion (the "Annual RSU"), and, together with the Annual Option, the "Annual Awards"), provided that such individual has served as a Non-employee Director for at least six months prior to the date of such annual meeting.

(iii) Notwithstanding the provisions of subsections (i) and (ii) hereof, in the event that an automatic grant hereunder would cause the number of Shares subject to outstanding Awards plus the number of Shares previously purchased upon exercise of Options or the vesting of other Awards to exceed the number of Shares available for issuance under the Plan, then each such automatic grant shall be for that number of Shares determined by dividing the total number of Shares remaining available for grant by the number of Non-employee Directors on the automatic grant date. Any further grants shall then be deferred until such time, if any, as additional Shares become available for grant under the Plan.

(iv) The terms of an Award granted hereunder shall be as follows:

(A) The term of the Option shall be seven (7) years.

(B) The Option shall be exercisable only while the Non-employee Director remains a Director of the Company, except as set forth in subsection (c) hereof.

(C) The exercise price per Share shall be 100% of the fair market value per Share on the date of grant of the Option.

(D) The First Option shall become exercisable as to 25% of the covered Shares each year on the day prior to each year's normally scheduled annual shareholders' meeting, so as to become 100% vested on the day prior to the normally scheduled annual shareholders' meeting occurring approximately four years following the grant date, subject to the Participant maintaining Continuous Status as a Director on each vesting date.

(E) The First RSU shall vest as to 25% of the covered Shares each year on the day prior to each year's normally scheduled annual shareholders' meeting, so as to become 100% vested on the day prior to the normally scheduled annual shareholders' meeting occurring approximately four years following the grant date, subject to the Participant maintaining Continuous Status as a Director on each vesting date.

(F) The Annual Option shall become exercisable as to 50% of the covered Shares six months following the grant date, and as to an additional 25% of the covered Shares each three months thereafter, so as to be 100% vested on the first anniversary of the grant date, subject to the Participant maintaining Continuous Status as a Director on each vesting date.

(G) The Annual RSU shall vest as to 50% of the covered Shares six months following the grant date, and as to an additional 25% of the covered Shares each three months thereafter, so as to be 100% vested on the first anniversary of the grant date, subject to the Participant maintaining Continuous Status as a Director on each vesting date.

(b) Consideration for Exercising Non-employee Director Stock Options. The consideration to be paid for the Shares to be issued upon exercise of an automatic Non-employee Director Option shall consist of any consideration permitted under Section 8(d) hereof and as set forth in the Award Agreement.

(c) Post-Directorship Exercisability. If a Non-employee Director ceases to serve as a Director, he or she may, but only within one year after the date he or she ceases to be a Director, exercise his or her Option to the extent that he or she was entitled to exercise it at the date of such termination. To the extent that he or she was not entitled to exercise an Option at the date of such termination, or if he or she does not exercise such Option (which he was entitled to exercise) within the time specified herein, the Option shall terminate.

(d) Limitation on Automatic Award Grants. The Directors serving immediately prior to the appointment or election of a new Non-employee Director, or prior to an annual shareholders' meeting, as the case may be, shall determine as to each new Non-employee Director whether he or she shall be granted an Award under this Section 14 or under the comparable provisions of another incentive plan of the Company. A new Non-employee Director who receives an Award under this Plan shall not be eligible to receive a comparable automatic stock option or RSU grant under any other incentive plan of the Company. A Non-employee Director who receives an Award of an Annual Option under this Plan shall not be eligible to receive a comparable automatic stock option or RSU grant under any other incentive plan of the Company with respect to such fiscal year of the Company.

15. Termination of Relationships, Death or Disability.

(a) Termination of Relationship as a Service Provider. If a Participant ceases to be a Service Provider, other than upon the Participant's death or Disability, then (i) in the case of an Award that is an Option, the Participant may exercise any Options within such period of time as is specified in the Option Agreement to the extent that the Option is vested on the date of termination (but in no event later than the expiration of the term of such Option as set forth in the Option Agreement), and (ii) in the case of any Award other than an Option, the Participant shall be entitled to the benefit conferred by such Award during such period of time as is specified in the Award Agreement to the extent that the Award is vested on the date of termination (but in no event later than the expiration of the term of such Award, if any, as set forth in the Award Agreement). In the absence of a specified time in the Award Agreement, an Option shall remain exercisable, and the Participant shall be entitled to the benefit conferred by an Award other than an Option, for three months following the Participant's termination. If, on the date of termination, the Participant is not vested as to his or her entire Award, the Shares covered by the unvested portion of the Award shall revert to the Plan. If, after termination, the Participant does not exercise his or her Option, or receive the benefit conferred by an Award other than an Option, within the time specified herein, the Award shall terminate, and the Shares covered by such Award shall revert to the Plan.

(b) Disability. If a Participant ceases to be a Service Provider as a result of the Participant's Disability, then (i) in the case of an Award that is an Option, the Participant may exercise his or her Option within such period of time as is specified in the Option Agreement to the extent the Option is vested on the date of termination (but in no event later than the expiration of the term of such Option as set forth in the Option Agreement), and (ii) in the case of any Award other than an Option, the Participant shall be entitled to the benefit conferred by such Award during such period of time as is specified in the Award Agreement to the extent that the Award is vested on the date of termination (but in no event later than the expiration of the term of such Award, if any, as set forth in the Award Agreement). In the absence of a specified time in the Award Agreement, an Option shall remain exercisable, and the Participant shall be entitled to the benefit conferred by an Award other than an Option, for twelve (12) months following the Participant's termination due to Disability. If, on the date of termination, the Participant is not vested as to his or her entire Award, the Shares covered by the unvested portion of the Award shall revert to the Plan. If, after termination, the Participant does not exercise his or her Option, or receive the benefit conferred by an Award other than an Option, within the time specified herein, the Award shall terminate, and the Shares covered by such Award shall revert to the Plan.

(c) Death of Participant. If a Participant dies while a Service Provider, then (i) in the case of an Award that is an Option, the Option may be exercised following the Participant's death within such period of time as is specified in the Option Agreement to the extent the Option is vested on the date of death (but in no event may the option be exercised later than the expiration of the term of such Option as set forth in the Option Agreement), by the Participant's designated beneficiary, provided such beneficiary has been designated prior to Participant's death in a form acceptable to the Administrator, and (ii) in the case of any Award other than an Option, the Participant's designated beneficiary, provided such beneficiary has been designated prior to Participant's death in a form acceptable to the Administrator, shall be entitled to the benefit conferred by such Award during such period of time as is specified in the Award Agreement to the extent that the Award is vested on the date of death (but in no event later than the expiration of the term of such Award, if any, as set forth in the Award Agreement). If no such beneficiary has been designated by the Participant, then such Option may be exercised by, or the benefit conferred by such Award shall be provided to, the personal representative of the Participant's estate or by the person(s) to whom the Award is transferred pursuant to the Participant's will or in accordance with the laws of descent and distribution. In the absence of a specified time in the Award Agreement, the Option shall remain exercisable, or the benefit conferred by such Award shall be provided, for twelve (12) months following Participant's death. If the Option is not so exercised or the benefit conferred by such Award is not provided within the time specified herein, the Award shall terminate, and the Shares covered by such Award shall revert to the Plan.

16. Leaves of Absence. Unless the Administrator provides otherwise or except as otherwise required by Applicable Laws, vesting of Awards granted hereunder shall cease commencing on the first day of any unpaid leave of absence and shall only recommence upon return to active service.

17. Part-Time Service. Unless the Administrator provides otherwise or except as otherwise required by Applicable Laws, any service-based vesting of Awards granted hereunder shall be extended on a proportionate basis in the event an Employee transitions to a work schedule under which they are customarily scheduled to work on less than a full-time basis, or if not on a full-time work schedule, to a schedule requiring fewer hours of service. Such vesting shall be proportionately re-adjusted prospectively in the event that the Employee subsequently becomes regularly scheduled to work additional hours of service.

18. Non-Transferability of Awards. Unless determined otherwise by the Administrator, an Award may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner other than by will or by the laws of descent or distribution and may be exercised, during the lifetime of the recipient, only by the recipient. If the Administrator makes an Award transferable, it may only be transferable for no consideration to transferees permitted pursuant to a Form S-8 Registration Statement (such as family members or pursuant to a settlement of marital property rights) and such Award shall contain such additional terms and conditions as the Administrator deems appropriate.

19. Grant of Approved 102 Awards and Non-approved 102 Awards.

(a) Participants. Approved 102 Awards may only be granted to Employees who are residents of the State of Israel. Except as otherwise specifically approved by the ITA, a Controlling Shareholder or a Consultant shall not be eligible for grant of Approved 102 Awards or Non-approved 102 Awards, and shall only be eligible for grant of Section 3(i) Awards.

(b) Grant of Section 102 Awards.

(i) The Company may designate Awards granted to Employees pursuant to Section 102 as Non-approved 102 Awards or Approved 102 Awards.

(ii) The grant of Approved 102 Awards under the Plan shall be conditioned upon the approval of the Plan by the ITA.

(iii) Approved 102 Awards may either be classified as Capital Gains Awards (CGAs) or Ordinary Income Awards (OIAs). No Approved 102 Award may be granted under the Plan unless and until the Company's election of the type of Approved 102 Awards as CGA or OIA granted to Employees (the "**Election**") is appropriately filed with the ITA. Such Election shall become effective beginning the first date of grant of an Approved 102 Award and shall remain in effect until the end of the year following the year during which Employees were first granted Approved 102 Awards. The Election shall obligate the Company to grant *only* the type of Approved 102 Awards it has elected, and shall apply to all Participants who were granted such Approved 102 Awards during the period indicated herein, all in accordance with the provisions of Section 102(g) of the Ordinance. For the avoidance of doubt, such Election shall not prevent the Administrator from granting Employees Approved 102 Awards and Non-approved 102 Awards simultaneously.

(iv) All Approved 102 Awards must be held in trust by a Trustee, as described in subsection (c) below.

(v) For the avoidance of doubt, the designation of Non-approved 102 Awards and Approved 102 Awards shall be subject to the terms and conditions of Section 102.

(vi) With respect to Non-approved 102 Award, if the Employee ceases to be employed by the Company or any Affiliate, the Employee shall extend to the Company and/or its Affiliate a security or guarantee for the payment of tax due at the time of sale of Shares, all in accordance with the provisions of Section 102.

(c) Trustee.

(i) All Approved 102 Awards granted under the Plan and any Shares allocated or issued upon exercise of such Approved 102 Awards (“**Section 102 Shares**”) or other shares received subsequently following any realization of rights, including bonus shares, shall be allocated or issued to the Trustee, and shall be held by the Trustee for the benefit of the Participants for such period of time as required by Section 102 (the “**Section 102 Period**”). In case the requirements for Approved 102 Awards are not met, then the Approved 102 Awards shall be regarded as Non-approved 102 Awards, all in accordance with the provisions of Section 102.

(ii) Notwithstanding anything to the contrary, the Trustee shall not release any Section 102 Shares or other Shares received subsequently following any realization of the Participant's rights prior to the full payment of the Participant's tax liabilities arising from the grant, exercise, release or transfer of the Approved 102 Award and any Section 102 Shares or other Shares received subsequently following any realization of rights.

(iii) With respect to any Approved 102 Awards, subject to the provisions of Section 102, a Participant shall not sell or release from trust any Section 102 Shares or any Shares received subsequently following any realization of rights, including bonus shares, until the lapse of the Section 102 Period. Notwithstanding the above, if any such sale or release occurs during the Section 102 Period, the sanctions under Section 102 shall apply to, and be borne by, such Participant.

(iv) Upon receipt of an Approved 102 Award, the Participant will sign an Award Agreement under which the Participant will agree to be subject to the trust agreement between the Company and the Trustee, stating, among others, that the Trustee will be released from any liability in respect of any action or decision duly taken and bona fide executed in relation with the Plan, or any Approved 102 Award or Section 102 Share granted to him or her thereunder.

(v) As long as Approved 102 Awards granted, or Section 102 Shares are held by the Trustee, then all rights the Participant possesses over such Awards or Shares may not be transferred, assigned, pledged or mortgaged by the Participant, other than by will or laws of descent and distribution.

(vi) If dividends, whether cash, property or stock dividends, are declared on Section 102 Shares held by the Trustee, such dividends shall also be subject to the provisions of Section 102 and the provisions of this Section 19. The Section 102 Period for any such additional shares shall be equal to the Section 102 Period for the original Section 102 Shares.

(vii) At any time after the end of the Section 102 Period with respect to any Section 102 Awards or Section 102 Shares, the Participant may order (but shall not be obligated to order) the Trustee to sell or transfer to the Participant such Section 102 Awards or Section 102 Shares, provided that no securities shall be sold or transferred until all required payments have been fully made: (i) such Participant has deposited with the Trustee an amount of money which, in the Trustee's opinion, is necessary to discharge such Participant's tax obligations with respect to such Section 102 Awards or Section 102 Shares, or (ii) the receipt by the Trustee of an acknowledgment from the ITA that the Participant has paid any applicable tax due pursuant to the Ordinance, or (iii) the Company has made other arrangements for the deduction of tax at source acceptable to the Trustee, or (iv) upon the sale by the Trustee of any securities held in trust from the proceeds of which the Company or the Trustee has withheld all applicable taxes and has remitted the amount withheld to the appropriate Israeli tax authorities, has paid the balance thereof directly to such Participant, and has reported to such Participant the amount so withheld and paid to such tax authorities.

(d) Integration of Section 102 and Tax Assessing Officer's Permit.

With regards to Approved 102 Awards, the provisions of the Plan and the Award Agreement shall be subject to the provisions of Section 102 of the Ordinance and the Tax Assessing Officer's permit, and the said provisions and permit shall be deemed an integral part of the Plan and of the Award Agreement.

(e) Tax Consequences.

(i) Any and all tax consequences arising from the grant, exercise transfer, or sale of an Award or from the payment for Shares covered thereby or from any other event or act under the Plan (whether of a Participant and/or of the Company and/or a Affiliate and/or the Trustee) shall be borne solely by the Participant. The Company and/or its Affiliates and/or the Trustee shall withhold taxes according to the requirements under the applicable laws, rules, and regulations, including withholding taxes at source. Furthermore, the Participant shall agree to indemnify the Company and the Trustee, if applicable, and hold them harmless against and from any and all liability for any tax or interest or penalty thereon, including (without limitation) liabilities relating to the necessity to withhold, or to have withheld, any tax from any payment made to the Participant.

(ii) The Company, or where applicable, the Trustee, shall not be required to release any share certificate to a Participant until all requirement payment have been fully made.

(iii) Without derogating from Section 2 above and solely for the purpose of determining the tax liability pursuant to Section 102(b)(3) of the Ordinance, if at the date of grant the Company's shares are listed on any established stock exchange or a national market system or if the Company's shares will be registered for trading within ninety (90) days following the date of grant of the Approved 102 Award, the Fair Market Value of the Shares at the date of grant shall be determined in accordance with the average value of the Company's Shares on the thirty trading days preceding the date of grant or the thirty trading days following the date of registration for trading, as the case may be.

20. Grant of Section 3(i) Awards. In the event that grants are made under Section 3(i) of the Ordinance, the Company may elect to enter into an agreement with a trustee concerning the administration of the exercise of Options, the purchase and sale of Shares, and the arrangements for payment of or withholding of taxes due in connection with such exercise, purchase and sale. The trust agreement may provide that the Company will issue the Shares to such trustee for the benefit of the Participants. The type of Section 3(i) Awards to be granted under the Plan shall be subject to the provisions of Section 3(i) to the Ordinance.

21. Adjustments Upon Changes in Capitalization, Dissolution or Liquidation or Change of Control.

(a) Changes in Capitalization. Subject to any required action by the shareholders of the Company, the number of shares of Ordinary Shares covered by each outstanding Award, the number of shares of Ordinary Shares which have been authorized for issuance under the Plan but as to which no Awards have yet been granted (including the automatic annual replenishment of three million Shares) or which have been returned to the Plan upon cancellation or expiration of an Award, as well as the price per Ordinary Shares covered by each such outstanding Award shall be proportionately adjusted for any increase or decrease in the number of issued Ordinary Shares resulting from a stock split, reverse stock split, stock dividend, combination or reclassification of the Ordinary Shares, or any other increase or decrease in the number of issued Ordinary Shares effected without receipt of consideration by the Company; provided, however, that conversion of any convertible securities of the Company shall not be deemed to have been "effected without receipt of consideration." Such adjustment shall be made by the Administrator, whose determination in that respect shall be final, binding and conclusive. Except as expressly provided herein, no issuance by the Company of shares of stock of any class, or securities convertible into shares of stock of any class, shall affect, and no adjustment by reason thereof shall be made with respect to, the number or price of Ordinary Shares subject to an Award.

(b) Dissolution or Liquidation. In the event of the proposed dissolution or liquidation of the Company, the Administrator shall notify each Participant as soon as practicable prior to the effective date of such proposed transaction. The Administrator in its discretion may provide for a Participant to have the right to exercise his or her Option until ten (10) days prior to such transaction as to all of the Awarded Stock covered thereby, including Shares as to which the Award would not otherwise be exercisable. In addition, the Administrator may provide that any Company repurchase option or forfeiture rights applicable to any Award shall lapse 100%, and that any Award vesting shall accelerate 100%, provided the proposed dissolution or liquidation takes place at the time and in the manner contemplated. To the extent it has not been previously exercised (with respect to Options) or vested (with respect to other Awards), an Award will terminate immediately prior to the consummation of such proposed action.

(c) Change of Control.

(i) Options. In the event of a Change of Control, each out-standing Option shall be assumed or an equivalent option substituted by the successor corporation or a parent or Affiliate of the successor corporation. In the event that the successor corporation refuses to assume or substitute for the Option, the Administrator, in its sole discretion, may provide that either (i) all Options shall terminate immediately prior to the consummation of the Change of Control, or (ii) Participants shall fully vest in and have the right to exercise their Options as to all of the Awarded Stock, including Shares as to which it would not otherwise be vested or exercisable. If an Option becomes fully vested and exercisable in lieu of assumption or substitution in the event of a Change of Control, the Administrator shall notify the Participant in writing or electronically that the Option shall be fully vested and exercisable for a period of fifteen (15) days from the date of such notice, and the Option shall terminate upon the expiration of such period. For the purposes of this paragraph, the Option shall be considered assumed if, following the Change of Control, the option confers the right to purchase or receive, for each Share of Awarded Stock subject to the Option immediately prior to the Change of Control, the consideration (whether stock, cash, or other securities or property) received in the Change of Control by holders of Ordinary Shares for each Share held on the effective date of the transaction (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding Ordinary Shares); provided, however, that if such consideration received in the Change of Control is not solely stock of the successor corporation or its parent, the Administrator may, with the consent of the successor corporation, provide for the consideration to be received upon the exercise of the Option, for each Share of Awarded Stock subject to the Option, to be solely stock of the successor corporation or its parent equal in fair market value to the per share consideration received by holders of Ordinary Shares in the Change of Control.

(ii) Restricted Stock, Restricted Stock Units, Performance Shares, Performance Units and Deferred Stock Units. In the event of a Change of Control, each outstanding Restricted Stock, Restricted Stock Unit, Performance Share, Performance Unit and Deferred Stock Unit award (and any related Dividend Equivalent), shall be assumed or an equivalent Restricted Stock, Restricted Stock Unit, Performance Share, Performance Unit and Deferred Stock Unit award substituted by the successor corporation or a parent or Affiliate of the successor corporation. In the event that the successor corporation refuses to assume or substitute for the Restricted Stock, Restricted Stock Unit, Performance Share, Performance Unit or Deferred Stock Unit award, the Administrator, in its sole discretion, may provide either that (i) such Awards shall terminate immediately prior to the consummation of the Change of Control, or (ii) Participants shall fully vest in the Restricted Stock, Restricted Stock Unit, Performance Share, Performance Unit or Deferred Stock Unit Awards including as to Shares (or with respect to Performance Units, the cash equivalent thereof) which would not otherwise be vested. For the purposes of this paragraph, a Restricted Stock, Restricted Stock Unit, Performance Share, Performance Unit and Deferred Stock Unit award shall be considered assumed if, following the Change of Control, the award confers the right to purchase or receive, for each Share (or with respect to Performance Units, the cash equivalent thereof) subject to the Award immediately prior to the Change of Control, the consideration (whether stock, cash, or other securities or property) received in the Change of Control by holders of Ordinary Shares for each Share held on the effective date of the transaction (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding Ordinary Shares); provided, however, that if such consideration received in the Change of Control is not solely stock of the successor corporation or its parent, the Administrator may, with the consent of the successor corporation, provide for the consideration to be received, for each Share and each unit/right to acquire a Share subject to the Award, to be solely stock of the successor corporation or its parent equal in fair market value to the per share consideration received by holders of Ordinary Shares in the Change of Control.

22. Date of Grant. The date of grant of an Award shall be, for all purposes, the date on which the Administrator makes the determination granting such Award, or such other later date as is determined by the Administrator. Notice of the determination shall be provided to each Participant within a reasonable time after the date of such grant.

23. Amendment and Termination of the Plan.

- (a) Amendment and Termination. The Board may at any time amend, alter, suspend or terminate the Plan.
- (b) Shareholder Approval. The Company shall obtain shareholder approval of any Plan amendment to the extent necessary and desirable to comply with the Applicable Laws and in such a manner and to such a degree as is required by the Applicable Laws.
- (c) Effect of Amendment or Termination. No amendment, alteration, suspension or termination of the Plan shall impair the rights of any Participant, unless mutually agreed otherwise between the Participant and the Administrator, which agreement must be in writing (or electronic format) and signed by the Participant and the Company or its Affiliate.

24. Conditions Upon Issuance of Shares.

(a) Legal Compliance. Shares shall not be issued pursuant to the exercise of an Award unless the exercise of the Award or the issuance and delivery of such Shares (or with respect to Performance Units, the cash equivalent thereof) shall comply with Applicable Laws and shall be further subject to the approval of counsel for the Company with respect to such compliance.

(b) Investment Representations. As a condition to the exercise or receipt of an Award, the Company may require the person exercising or receiving such Award to represent and warrant at the time of any such exercise or receipt that the Shares are being purchased only for investment and without any present intention to sell or distribute such Shares if, in the opinion of counsel for the Company, such a representation is required.

(c) Tax Consequences. Any and all tax consequences arising from the grant or exercise, or otherwise relating to, an Award or from the payment for Shares covered thereby or from any other event or act under the Plan (whether of the Participant or of the Company or of a Affiliate) shall be borne solely by the Participant. The Company or its Affiliates shall withhold taxes according to the requirements under the Applicable Laws, including withholding taxes at source. Furthermore, the Participant shall agree to indemnify the Company and its Affiliates, if applicable, and hold them harmless from and against any and all liability for any tax, or interest or penalty thereon, including liabilities relating to the necessity to withhold, or to have withheld, any tax from any payment made to the Participant.

25. Liability of Company.

(a) Inability to Obtain Authority. The inability of the Company to obtain authority from any regulatory body having jurisdiction, which authority is deemed by the Company's counsel to be necessary to the lawful issuance and sale of any Shares hereunder, shall relieve the Company of any liability in respect of the failure to issue or sell such Shares as to which such requisite authority shall not have been obtained.

(b) Grants Exceeding Allotted Shares. If the Awarded Stock covered by an Award exceeds, as of the date of grant, the number of Shares which may be issued under the Plan without additional shareholder approval, such Award shall be void with respect to such excess Awarded Stock, unless shareholder approval of an amendment sufficiently increasing the number of Shares subject to the Plan is timely obtained in accordance with Section 23(b) of the Plan.

26. Reservation of Shares. The Company, during the term of this Plan, will at all times reserve and keep available such number of Shares as shall be sufficient to satisfy the requirements of the Plan.

CHECK POINT SOFTWARE TECHNOLOGIES LTD.

2005 UNITED STATES EQUITY INCENTIVE PLAN, AS AMENDED

1. Purposes of the Plan. The purposes of this United States Incentive Plan are:

- to attract and retain the best available personnel for positions of substantial responsibility,
- to provide additional incentive to Service Providers, and
- to promote the success of the Company's business.

Awards granted under the Plan may be Incentive Stock Options, Nonstatutory Stock Options, Restricted Stock, Restricted Stock Units, Performance Shares, Performance Units, Deferred Stock Units or Dividend Equivalents, as determined by the Administrator at the time of grant.

2. Definitions. As used herein, the following definitions shall apply:

(a) "Administrator" means the Board or any of its Committees as shall be administering the Plan, in accordance with Section 4 of the Plan.

(b) "Applicable Laws" means the requirements relating to the administration of, or otherwise affecting, equity compensation plans under Israeli corporate laws, U.S. state corporate laws, Israeli securities laws, U.S. federal and state securities laws, the Code and foreign tax laws, any stock exchange or quotation system on which the Shares are listed or quoted and the applicable laws of any other country or jurisdiction where Awards are granted under the Plan or a sub-plan or addendum hereto.

(c) "Award" means, individually or collectively, a grant under the Plan of Options, Restricted Stock, Restricted Stock Units, Performance Shares, Performance Units, Deferred Stock Units or Dividend Equivalents.

(d) "Award Agreement" means the written or electronic agreement setting forth the terms and provisions applicable to each Award granted under the Plan. The Award Agreement is subject to the terms and conditions of the Plan.

(e) "Awarded Stock" means the Ordinary Shares subject to an Award.

(f) "Board" means the Board of Directors of the Company.

(g) "Change of Control" means the occurrence of any of the following events, in one or a series of related transactions:

(i) any "person," as such term is used in Sections 13(d) and 14(d) of the Exchange Act, other than the Company, a subsidiary of the Company or a Company employee benefit plan, including any trustee of such plan acting as trustee, is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the combined voting power of the Company's then outstanding securities entitled to vote generally in the election of directors;
or

(ii) a merger or consolidation of the Company or any direct or indirect subsidiary of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity outstanding immediately after such merger or consolidation; or

(iii) the sale or disposition by the Company of all or substantially all the Company's assets.

(h) "Code" means the Internal Revenue Code of 1986, as amended.

(i) "Committee" means a Committee appointed by the Board in accordance with Section 4 of the Plan.

(j) "Company" means Check Point Software Technologies Ltd.

(k) "Consultant" means any person, other than an Employee, engaged by the Company, or any Subsidiary to render services and who is compensated for such services.

(l) "Continuous Status as a Director" means that the Director relationship is not interrupted or terminated.

(m) "Deferred Stock Unit" means a deferred stock unit Award granted to a Participant pursuant to Section 13.

(n) "Director" means a member of the Board.

(o) "Disability" means total and permanent disability as defined in Section 22(e)(3) of the Code.

(p) "Dividend Equivalent" means a credit, payable in cash, made at the discretion of the Administrator, to the account of a Participant in an amount equal to the cash dividends paid on one Share for each Share represented by an Award held by such Participant. The Dividend Equivalent for each Share subject to an Award shall only be paid to a Participant on the vesting date for such Share.

(q) "Employee" means any person, including Officers and Directors, employed by the Company or any Subsidiary of the Company. A Service Provider shall not cease to be an Employee in the case of (i) any leave of absence approved by the Company or (ii) transfers between locations of the Company or between the Company, any Subsidiary, or any successor. For purposes of Incentive Stock Options, no such leave may exceed ninety days, unless reemployment upon expiration of such leave is guaranteed by statute or contract. If reemployment upon expiration of a leave of absence approved by the Company or its Subsidiary is not so guaranteed, then three (3) months following the 91st day of such leave any Incentive Stock Option held by the Participant shall cease to be treated as an Incentive Stock Option and shall be treated for tax purposes as a Non-statutory Stock Option.

(r) “Exchange Act” means the Securities Exchange Act of 1934, as amended.

(s) “Fair Market Value” means, as of any date, the value of Ordinary Shares determined as follows:

(i) If the Ordinary Shares are listed on any established stock exchange or a national market system, including without limitation the Nasdaq National Market of the National Association of Securities Dealers, Inc. Automated Quotation (“Nasdaq”) System, the Fair Market Value of a Share of Ordinary Shares shall be the closing sales price for such shares (or the closing bid, if no sales were reported) as quoted on such system or exchange (or the exchange with the greatest volume of trading in Ordinary Shares) on the day of determination, as reported in *The Wall Street Journal* or such other source as the Administrator deems reliable;

(ii) If the Ordinary Shares are quoted on the Nasdaq System (but not on the Nasdaq National Market thereof) or are regularly quoted by a recognized securities dealer but selling prices are not reported, the Fair Market Value of an Ordinary Share shall be the mean between the high bid and low asked prices for the Ordinary Shares on the last market trading day prior to the day of determination, as reported in *The Wall Street Journal* or such other source as the Administrator deems reliable;

(iii) In the absence of an established market for the Ordinary Shares, the Fair Market Value shall be determined in good faith by the Administrator.

(t) “Incentive Stock Option” means an Option intended to qualify as an incentive stock option within the meaning of Section 422 of the Code and the regulations promulgated there-under.

(u) “Non-Employee Director” means a Director who is neither an Employee nor a Consultant and who is not a resident of Israel.

(v) “Nonstatutory Stock Option” means an Option not intended to qualify as an Incentive Stock Option.

(w) “Notice of Grant” means a written or electronic notice evidencing certain terms and conditions of an individual Award. The Notice of Grant is part of the Award Agreement.

(x) “Officer” means a person who is an officer of the Company or a Subsidiary within the meaning of Section 16 of the Exchange Act and the rules and regulations promulgated thereunder.

(y) “Option” means a stock option granted pursuant to the Plan.

(z) “Option Agreement” means a written or electronic agreement between the Company and a Participant evidencing the terms and conditions of an individual Option grant. The Option Agreement is subject to the terms and conditions of the Plan.

- (aa) “Ordinary Shares” shall mean the Ordinary Shares of the Company, NIS 0.01 nominal value.
- (bb) “Participant” means the holder of an outstanding Award granted under the Plan.
- (cc) “Performance Share” means a performance share Award granted to a Participant pursuant to Section 11.
- (dd) “Performance Unit” means a performance unit Award granted to a Participant pursuant to Section 12.
- (ee) “Plan” means this 2005 United States Equity Incentive Plan.
- (ff) “Restricted Stock” means Shares granted pursuant to Section 9 of the Plan.
- (gg) “Restricted Stock Unit” means an Award granted pursuant to Section 10 of the Plan.
- (hh) “Service Provider” means an Employee, Consultant or Non-Employee Director.
- (ii) “Share” means a share of the Ordinary Shares, as adjusted in accordance with Section 19 of the Plan.
- (jj) “Subsidiary” means a “subsidiary corporation”, whether now or hereafter existing, as defined in Section 424(f) of the Code.

3. Stock Subject to the Plan.

(a) Subject to the provisions of Section 19 of the Plan, the maximum aggregate number of Shares which may be issued under the Plan and the Company’s 2005 Israel Equity Incentive Plan, as amended (the “Israel Plan”, and collectively with the Plan, the “Equity Plans”), is 19,000,000 Shares; provided, however, that on December 31st of each year, commencing December 31, 2018, the number of Reserved and Authorized Shares (as defined below) under the Equity Plans shall be automatically reset on such date to equal 10% the sum of (A) of the number of Shares issued and outstanding on such date and (B) the number of Shares reserved and authorized under the Equity Plans for outstanding Awards granted under the Equity Plans as of such date; provided, however, that in no event shall the number of Reserved and Authorized Shares be less than the number of Shares reserved and authorized under the Equity Plans for Awards granted under the Plans that are outstanding as of such date. The number of “*Reserved and Authorized Shares*” under the Equity Plans shall equal the sum of (i) the number of Shares reserved and authorized under the Equity Plans for outstanding Awards granted under the Equity Plans as of such date, and (ii) the number of Shares reserved, authorized and available for issuance under the Equity Plans on such date.

(b) The Shares may be authorized, but unissued, or reacquired Ordinary Shares.

(c) Intentionally omitted.

(d) If an Award expires or becomes unexercisable without having been exercised in full, or, with respect to Restricted Stock, Performance Shares or Restricted Stock Units, is forfeited to or repurchased by the Company at its original purchase price due to such Award failing to vest, the unpurchased Shares (or for Awards other than Options, the forfeited or repurchased shares) which were subject thereto shall become available for future grant or sale under the Plan (unless the Plan has terminated). Shares that have actually been issued under the Plan under any Award shall not be returned to the Plan and shall not become available for future distribution under the Plan; provided, however, that if Shares of Restricted Stock, Performance Shares or Restricted Stock Units are repurchased by the Company at their original purchase price or are forfeited to the Company due to such Awards failing to vest, such Shares shall become available for future grant under the Plan. Shares used to pay the exercise price of an Option shall not become available for future grant or sale under the Plan. Shares used to satisfy tax withholding obligations shall not become available for future grant or sale under the Plan. To the extent an Award under the Plan is paid out in cash rather than stock, such cash payment shall not reduce the number of Shares available for issuance under the Plan. Any payout of Dividend Equivalents or Performance Units, because they are payable only in cash, shall not reduce the number of Shares available for issuance under the Plan. Conversely, any forfeiture of Dividend Equivalents or Performance Units shall not increase the number of Shares available for issuance under the Plan.

4. Administration of the Plan.

(a) Procedure. The Plan shall be administered by (A) the Board or (B) a Committee, which committee shall be constituted to satisfy Applicable Laws. The Plan may be administered by different Committees with respect to different groups of Service Providers.

(b) Powers of the Administrator. Subject to the provisions of the Plan, and in the case of a Committee, subject to the specific duties delegated by the Board to such Committee, the Administrator shall have the authority, in its discretion:

- (i) to determine the Fair Market Value of the Ordinary Shares, in accordance with Section 2(s) of the Plan;
- (ii) to select the Service Providers to whom Awards may be granted here-under;
- (iii) to determine whether and to what extent Awards or any combination thereof, are granted hereunder;
- (iv) to determine the number of Ordinary Shares or equivalent units to be covered by each Award granted hereunder;
- (v) to approve forms of agreement for use under the Plan;

(vi) to determine the terms and conditions, not inconsistent with the terms of the Plan, of any award granted hereunder. Such terms and conditions include, but are not limited to, the exercise price, the time or times when Options may be exercised or other Awards vest (which may be based on performance criteria), any vesting acceleration or waiver of forfeiture restrictions, and any restriction or limitation regarding any Award or the Ordinary Shares relating thereto, based in each case on such factors as the Administrator, in its sole discretion, shall determine;

(vii) to construe and interpret the terms of the Plan and Awards;

(viii) to prescribe, amend and rescind rules and regulations relating to the Plan, including rules and regulations relating to sub-plans or Plan addendums established for the purpose of qualifying for preferred tax treatment under foreign tax laws;

(ix) to modify or amend each Award (subject to Section 21(c) of the Plan), including the discretionary authority to extend the post-termination exercisability period of Options longer than is otherwise provided for in the Plan;

(x) to authorize any person to execute on behalf of the Company any instrument required to effect the grant of an Award previously granted by the Administrator;

(xi) to allow Participants to satisfy withholding tax obligations by electing to have the Company or its Subsidiary withhold from the Shares or cash to be issued upon exercise or vesting of an Award (or distribution of a Deferred Stock Unit) that number of Shares or cash having a Fair Market Value equal to the minimum amount required to be withheld. The Fair Market Value of any Shares to be withheld shall be determined on the date that the amount of tax to be withheld is to be determined. All elections by a Participant to have Shares or cash withheld for this purpose shall be made in such form and under such conditions as the Administrator may deem necessary or advisable;

(xii) to determine whether Dividend Equivalents will be granted in connection with another Award;

(xiii) to determine the terms and restrictions applicable to Awards; and

(xiv) to make all other determinations deemed necessary or advisable for administering the Plan.

(c) Effect of Administrator's Decision. The Administrator's decisions, determinations and interpretations shall be final and binding on all Participants and any other holders of Awards.

5. Eligibility. Restricted Stock, Restricted Stock Units, Performance Shares, Performance Units, Deferred Stock Units, Dividend Equivalents and Nonstatutory Stock Options may be granted to Service Providers. Incentive Stock Options may be granted only to Employees.

6. No Employment Rights. Neither the Plan nor any Award shall confer upon a Participant any right with respect to continuing the Participant's employment with the Company or its Subsidiaries, nor shall they interfere in any way with the Participant's right or the Company's or Subsidiary's right, as the case may be, to terminate such employment at any time, with or without cause or notice.

7. Term of Plan. The Plan will become effective upon its adoption by the Board and will remain in effect until terminated pursuant to Section 21 of the Plan.

8. Stock Options.

(a) Term. The term of each Option shall be stated in the Notice of Grant; provided, however, that the term shall be no more than seven (7) years from the date of grant or such shorter term as may be provided in the Notice of Grant. Moreover, in the case of an Incentive Stock Option granted to a Participant who, at the time the Incentive Stock Option is granted, owns stock representing more than ten percent (10%) of the voting power of all classes of stock of the Company or any Subsidiary, the term of the Incentive Stock Option shall be five (5) years from the date of grant or such shorter term as may be provided in the Notice of Grant.

(b) Option Exercise Price. The per share exercise price for the Shares to be issued pursuant to exercise of an Option shall be determined by the Administrator and shall be no less than 100% of the Fair Market Value per share on the date of grant; provided, however, that in the case of an Incentive Stock Option granted to an Employee who, at the time the Incentive Stock Option is granted, owns stock representing more than ten percent (10%) of the voting power of all classes of stock of the Company or any Subsidiary, the per Share exercise price shall be no less than 110% of the Fair Market Value per Share on the date of grant.

(c) Waiting Period and Exercise Dates. At the time an Option is granted, the Administrator shall fix the period within which the Option may be exercised and shall determine any conditions which must be satisfied before the Option may be exercised. In so doing, the Administrator may specify that an Option may not be exercised until the completion of a service period or until performance milestones are satisfied. In any event, no Option granted hereunder shall vest until at least six months following the Option grant date.

(d) Form of Consideration. The Administrator shall determine the acceptable form of consideration for exercising an Option, including the method of payment. In the case of an Incentive Stock Option, the Administrator shall determine the acceptable form of consideration at the time of grant. Subject to Applicable Laws, such consideration may consist entirely of:

(i) cash;

(ii) check;

(iii) other Shares which (A) in the case of Shares acquired upon exercise of an option, have been owned by the Participant for more than six months on the date of surrender, and (B) have a Fair Market Value on the date of surrender equal to the aggregate exercise price of the Shares as to which said Option shall be exercised;

(iv) delivery of a properly executed exercise notice together with such other documentation as the Administrator and the broker, if applicable, shall require to effect an exercise of the Option and delivery to the Company or Subsidiary of the sale proceeds required to pay the exercise price;

(v) any combination of the foregoing methods of payment; or

(vi) such other consideration and method of payment for the issuance of Shares to the extent permitted by Applicable Laws.

(e) Exercise of Option; Rights as a Stockholder. Any Option granted hereunder shall be exercisable according to the terms of the Plan and at such times and under such conditions as determined by the Administrator and set forth in the Option Agreement.

An Option may not be exercised for a fraction of a Share.

An Option shall be deemed exercised when the Company receives: (i) written or electronic notice of exercise (in accordance with the Option Agreement) from the person entitled to exercise the Option, and (ii) full payment for the Shares with respect to which the Option is exercised. Full payment may consist of any consideration and method of payment authorized by the Administrator and permitted by the Option Agreement and the Plan. Shares issued upon exercise of an Option shall be issued in the name of the Participant. Until the stock certificate evidencing such Shares is issued (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company), no right to vote or receive dividends or any other rights as a stockholder shall exist with respect to the optioned stock, notwithstanding the exercise of the Option. The Company shall issue (or cause to be issued) such stock certificate promptly after the Option is exercised. No adjustment will be made for a dividend or other right for which the record date is prior to the date the stock certificate is issued, except as provided in Section 19 of the Plan.

Exercising an Option in any manner shall decrease the number of Shares thereafter available for sale under the Option, by the number of Shares as to which the Option is exercised.

(f) ISO \$100,000 Rule. Each Option shall be designated in the Notice of Grant as either an Incentive Stock Option or a Nonstatutory Stock Option. However, notwithstanding such designations, to the extent that the aggregate Fair Market Value:

(i) of Shares subject to a Participant's Incentive Stock Options granted by the Company or any Subsidiary, which

(ii) become exercisable for the first time during any calendar year (under all plans of the Company or any Subsidiary) exceeds \$100,000, such excess Options shall be treated as Nonstatutory Stock Options. For purposes of this Section 8(i), Incentive Stock Options shall be taken into account in the order in which they were granted, and the Fair Market Value of the Shares shall be determined as of the time of grant.

9. Restricted Stock.

(a) Grant of Restricted Stock. Subject to the terms and conditions of the Plan, Restricted Stock may be granted to Participants at any time as shall be determined by the Administrator, in its sole discretion. The Administrator shall have complete discretion to determine (i) the number of Shares subject to a Restricted Stock award granted to any Participant, and (ii) the conditions that must be satisfied, which typically will be based principally or solely on continued provision of services but may include a performance-based component, upon which is conditioned the grant, vesting or issuance of Restricted Stock; provided, however that no Restricted Stock Award shall vest until at least one year following the grant date.

(b) Other Terms. The Administrator, subject to the provisions of the Plan, shall have complete discretion to determine the terms and conditions of Restricted Stock granted under the Plan. Restricted Stock grants shall be subject to the terms, conditions, and restrictions determined by the Administrator at the time the stock or the restricted stock unit is awarded. The Administrator may require the recipient to sign a Restricted Stock Award agreement as a condition of the award. Any certificates representing the Shares of stock awarded shall bear such legends as shall be determined by the Administrator.

(c) Restricted Stock Award Agreement. Each Restricted Stock grant shall be evidenced by an agreement that shall specify the purchase price (if any) and such other terms and conditions as the Administrator, in its sole discretion, shall determine; provided; however, that if the Restricted Stock grant has a purchase price, such purchase price must be paid no more than ten (10) years following the date of grant.

10. Restricted Stock Units.

(a) Grant. Restricted Stock Units may be granted at any time and from time to time as determined by the Administrator. The Administrator shall have complete discretion to determine (i) the number of Shares subject to a Restricted Stock Unit award granted to any Participant, and (ii) the conditions that must be satisfied, which typically will be based principally or solely on continued service but may include a performance-based component, upon which is conditioned the grant or vesting of Restricted Stock Units. Restricted Stock Units shall be granted in the form of units to acquire Shares. Each such unit shall be the equivalent of one Share for purposes of determining the number of Shares subject to an Award. Until the Shares are issued, no right to vote or receive dividends or any other rights as a stockholder shall exist with respect to the units to acquire Shares.

(b) Vesting Criteria and Other Terms. The Administrator shall set vesting criteria in its discretion, which, depending on the extent to which the criteria are met, will determine the number of Restricted Stock Units that will be paid out to the Participant. The Administrator may set vesting criteria based upon the achievement of Company-wide, Subsidiary-wide, business unit, or individual goals (including, but not limited to, continued employment), or any other basis determined by the Administrator in its discretion; provided, however that no Restricted Unit Award shall vest until at least one year following the grant date.

(c) Earning Restricted Stock Units. Upon meeting the applicable vesting criteria, the Participant shall be entitled to receive a payout as specified in the Restricted Stock Unit Award Agreement. Notwithstanding the foregoing, at any time after the grant of Restricted Stock Units, the Administrator, in its sole discretion, may reduce or waive any vesting criteria that must be met to receive a payout.

(d) Form and Timing of Payment. Payment of earned Restricted Stock Units shall be made as soon as practicable after the date(s) set forth in the Restricted Stock Unit Award Agreement. The Administrator shall pay earned Restricted Stock Units in Shares.

(e) Cancellation. On the date set forth in the Restricted Stock Unit Award Agreement, all unearned Restricted Stock Units shall be forfeited to the Company.

11. Performance Shares.

(a) Grant of Performance Shares. Subject to the terms and conditions of the Plan, Performance Shares may be granted to Participants at any time as shall be determined by the Administrator, in its sole discretion. The Administrator shall have complete discretion to determine (i) the number of Shares subject to a Performance Share award granted to any Participant, and (ii) the conditions that must be satisfied, which typically will be based principally or solely on achievement of performance milestones but may include a service-based component, upon which is conditioned the grant or vesting of Performance Shares. Performance Shares shall be granted in the form of units to acquire Shares. Each such unit shall be the equivalent of one Share for purposes of determining the number of Shares subject to an Award. Until the Shares are issued, no right to vote or receive dividends or any other rights as a stockholder shall exist with respect to the units to acquire Shares.

(b) Other Terms. The Administrator, subject to the provisions of the Plan, shall have complete discretion to determine the terms and conditions of Performance Shares granted under the Plan. Performance Share grants shall be subject to the terms, conditions, and restrictions determined by the Administrator at the time the stock is awarded, which may include such performance-based milestones as are determined appropriate by the Administrator; provided, however that no Performance Share Award shall vest until at least one year following the grant date. The Administrator may require the recipient to sign a Performance Shares agreement as a condition of the award. Any certificates representing the Shares of stock awarded shall bear such legends as shall be determined by the Administrator.

(c) Performance Share Award Agreement. Each Performance Share grant shall be evidenced by an agreement that shall specify such other terms and conditions as the Administrator, in its sole discretion, shall determine.

12. Performance Units.

(a) Grant of Performance Units. Performance Units are similar to Performance Shares, except that they shall be settled in a cash equivalent to the Fair Market Value of the underlying Shares, determined as of the vesting date. Subject to the terms and conditions of the Plan, Performance Units may be granted to Participants at any time and from time to time as shall be determined by the Administrator, in its sole discretion. The Administrator shall have complete discretion to determine the conditions that must be satisfied, which typically will be based principally or solely on achievement of performance milestones but may include a service-based component, upon which is conditioned the grant or vesting of Performance Units. Performance Units shall be granted in the form of units to acquire Shares. Each such unit shall be the cash equivalent of one Share of Ordinary Shares. No right to vote or receive dividends or any other rights as a stockholder shall exist with respect to Performance Units or the cash payable thereunder.

(b) Number of Performance Units. The Administrator will have complete discretion in determining the number of Performance Units granted to any Participant.

(c) Other Terms. The Administrator, subject to the provisions of the Plan, shall have complete discretion to determine the terms and conditions of Performance Units granted under the Plan. Performance Unit grants shall be subject to the terms, conditions, and restrictions determined by the Administrator at the time the grant is awarded, which may include such performance-based milestones as are determined appropriate by the Administrator. The Administrator may require the recipient to sign a Performance Unit agreement as a condition of the award. Any certificates representing the units awarded shall bear such legends as shall be determined by the Administrator.

(d) Performance Unit Award Agreement. Each Performance Unit grant shall be evidenced by an agreement that shall specify such terms and conditions as the Administrator, in its sole discretion, shall determine.

13. Deferred Stock Units. Deferred Stock Units shall consist of a Restricted Stock, Restricted Stock Unit, Performance Share or Performance Unit Award that the Administrator, in its sole discretion permits to be paid out in installments or on a deferred basis, in accordance with rules and procedures established by the Administrator. Deferred Stock Units shall remain subject to the claims of the Company's general creditors until distributed to the Participant.

14. Automatic Stock Option and RSU Grants to Non-employee Directors.

(a) Procedure for Grants. All grants of Options and RSU to Non-employee Directors under this Section 14 shall be automatic and non-discretionary and shall be made strictly in accordance with the following provisions:

(i) Each Non-employee Director shall be automatically granted (i) an Option to purchase 25,000 Shares, or a lesser amount determined by the Board, in its sole discretion (the "First Option"), and (ii) RSUs with a value of \$200,000, or a lesser amount determined by the Board, in its sole discretion (the "First RSU"), and, together with the First Option, the "First Awards"), upon the date on which such person first becomes a Director, whether through election by the shareholders of the Company or appointment by the Board of Directors to fill a vacancy; provided, however, that a Non-employee Director who has previously been employed by the Company (or any Affiliate) shall not be eligible to receive a First Option or a First RSU.

(ii) At each of the Company's annual shareholder meetings, and commencing in 2023, each Non-employee Director shall be automatically granted (i) an Option to purchase 5,000 Shares, or a lesser amount determined by the Board, in its sole discretion (the "Annual Option"), and (ii) RSUs with a value of \$150,000, or a lesser amount determined by the Board, in its sole discretion (the "Annual RSU"), and, together with the Annual Option, the "Annual Awards"), provided that such individual has served as a Non-employee Director for at least six months prior to the date of such annual meeting.

(iii) Notwithstanding the provisions of subsections (i) and (ii) hereof, in the event that an automatic grant hereunder would cause the number of Shares subject to outstanding Awards plus the number of Shares previously purchased upon exercise of Options or the vesting of other Awards to exceed the number of Shares available for issuance under the Plan, then each such automatic grant shall be for that number of Shares determined by dividing the total number of Shares remaining available for grant by the number of Non-employee Directors on the automatic grant date. Any further grants shall then be deferred until such time, if any, as additional Shares become available for grant under the Plan.

(iv) The terms of an Award granted hereunder shall be as follows:

(A) The term of the Option shall be seven (7) years.

(B) The Option shall be exercisable only while the Non-employee Director remains a Director of the Company, except as set forth in subsection (c) hereof.

(C) The exercise price per Share shall be 100% of the fair market value per Share on the date of grant of the Option.

(D) The First Option shall become exercisable as to 25% of the covered Shares each year on the day prior to each year's normally scheduled annual shareholders' meeting, so as to become 100% vested on the day prior to the normally scheduled annual shareholders' meeting occurring approximately four years following the grant date, subject to the Participant maintaining Continuous Status as a Director on each vesting date.

(E) The First RSU shall vest as to 25% of the covered Shares each year on the day prior to each year's normally scheduled annual shareholders' meeting, so as to become 100% vested on the day prior to the normally scheduled annual shareholders' meeting occurring approximately four years following the grant date, subject to the Participant maintaining Continuous Status as a Director on each vesting date.

(F) The Annual Option shall become exercisable as to 50% of the covered Shares six months following the grant date, and as to an additional 25% of the covered Shares each three months thereafter, so as to be 100% vested on the first anniversary of the grant date, subject to the Participant maintaining Continuous Status as a Director on each vesting date.

(G) The Annual RSU shall vest as to 50% of the covered Shares six months following the grant date, and as to an additional 25% of the covered Shares each three months thereafter, so as to be 100% vested on the first anniversary of the grant date, subject to the Participant maintaining Continuous Status as a Director on each vesting date.

(b) Consideration for Exercising Non-employee Director Stock Options. The consideration to be paid for the Shares to be issued upon exercise of an automatic Non-employee Director Option shall consist of any consideration permitted under Section 8(d) hereof and as set forth in the Award Agreement.

(c) Post-Directorship Exercisability. If a Non-employee Director ceases to serve as a Director, he or she may, but only within one year after the date he or she ceases to be a Director, exercise his or her Option to the extent that he or she was entitled to exercise it at the date of such termination. To the extent that he or she was not entitled to exercise an Option at the date of such termination, or if he or she does not exercise such Option (which he was entitled to exercise) within the time specified herein, the Option shall terminate.

(d) Limitation on Automatic Award Grants. The Directors serving immediately prior to the appointment or election of a new Non-employee Director, or prior to an annual shareholders' meeting, as the case may be, shall determine as to each new Non-employee Director whether he or she shall be granted an Award under this Section 14 or under the comparable provisions of another incentive plan of the Company. A new Non-employee Director who receives an Award under this Plan shall not be eligible to receive a comparable automatic stock option or RSU grant under any other incentive plan of the Company. A Non-employee Director who receives an Award of an Annual Option under this Plan shall not be eligible to receive a comparable automatic stock option or RSU grant under any other incentive plan of the Company with respect to such fiscal year of the Company.

15. Termination of Relationships, Death or Disability.

(a) Termination of Relationship as a Service Provider. If a Participant ceases to be a Service Provider, other than upon the Participant's death or Disability, then (i) in the case of an Award that is an Option, the Participant may exercise any Options within such period of time as is specified in the Option Agreement to the extent that the Option is vested on the date of termination (but in no event later than the expiration of the term of such Option as set forth in the Option Agreement), and (ii) in the case of any Award other than an Option, the Participant shall be entitled to the benefit conferred by such Award during such period of time as is specified in the Award Agreement to the extent that the Award is vested on the date of termination (but in no event later than the expiration of the term of such Award, if any, as set forth in the Award Agreement). In the absence of a specified time in the Award Agreement, an Option shall remain exercisable, and the Participant shall be entitled to the benefit conferred by an Award other than an Option, for three months following the Participant's termination. If, on the date of termination, the Participant is not vested as to his or her entire Award, the Shares covered by the unvested portion of the Award shall revert to the Plan. If, after termination, the Participant does not exercise his or her Option, or receive the benefit conferred by an Award other than an Option, within the time specified herein, the Award shall terminate, and the Shares covered by such Award shall revert to the Plan.

(b) Disability. If a Participant ceases to be a Service Provider as a result of the Participant's Disability, then (i) in the case of an Award that is an Option, the Participant may exercise his or her Option within such period of time as is specified in the Option Agreement to the extent the Option is vested on the date of termination (but in no event later than the expiration of the term of such Option as set forth in the Option Agreement), and (ii) in the case of any Award other than an Option, the Participant shall be entitled to the benefit conferred by such Award during such period of time as is specified in the Award Agreement to the extent that the Award is vested on the date of termination (but in no event later than the expiration of the term of such Award, if any, as set forth in the Award Agreement). In the absence of a specified time in the Award Agreement, an Option shall remain exercisable, and the Participant shall be entitled to the benefit conferred by an Award other than an Option, for twelve (12) months following the Participant's termination due to Disability. If, on the date of termination, the Participant is not vested as to his or her entire Award, the Shares covered by the unvested portion of the Award shall revert to the Plan. If, after termination, the Participant does not exercise his or her Option, or receive the benefit conferred by an Award other than an Option, within the time specified herein, the Award shall terminate, and the Shares covered by such Award shall revert to the Plan.

(c) Death of Participant. If a Participant dies while a Service Provider, then (i) in the case of an Award that is an Option, the Option may be exercised following the Participant's death within such period of time as is specified in the Option Agreement to the extent the Option is vested on the date of death (but in no event may the option be exercised later than the expiration of the term of such Option as set forth in the Option Agreement), by the Participant's designated beneficiary, provided such beneficiary has been designated prior to Participant's death in a form acceptable to the Administrator, and (ii) in the case of any Award other than an Option, the Participant's designated beneficiary, provided such beneficiary has been designated prior to Participant's death in a form acceptable to the Administrator, shall be entitled to the benefit conferred by such Award during such period of time as is specified in the Award Agreement to the extent that the Award is vested on the date of death (but in no event later than the expiration of the term of such Award, if any, as set forth in the Award Agreement). If no such beneficiary has been designated by the Participant, then such Option may be exercised by, or the benefit conferred by such Award shall be provided to, the personal representative of the Participant's estate or by the person(s) to whom the Award is transferred pursuant to the Participant's will or in accordance with the laws of descent and distribution. In the absence of a specified time in the Award Agreement, the Option shall remain exercisable, or the benefit conferred by such Award shall be provided, for twelve (12) months following Participant's death. If the Option is not so exercised or the benefit conferred by such Award is not provided within the time specified herein, the Award shall terminate, and the Shares covered by such Award shall revert to the Plan.

16. Leaves of Absence. Unless the Administrator provides otherwise or except as otherwise required by Applicable Laws, vesting of Awards granted hereunder shall cease commencing on the first day of any unpaid leave of absence and shall only recommence upon return to active service.

17. Part-Time Service. Unless the Administrator provides otherwise or except as otherwise required by Applicable Laws, any service-based vesting of Awards granted hereunder shall be extended on a proportionate basis in the event an Employee transitions to a work schedule under which they are customarily scheduled to work on less than a full-time basis, or if not on a full-time work schedule, to a schedule requiring fewer hours of service. Such vesting shall be proportionately re-adjusted prospectively in the event that the Employee subsequently becomes regularly scheduled to work additional hours of service.

18. Non-Transferability of Awards. Unless determined otherwise by the Administrator, an Award may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner other than by will or by the laws of descent or distribution and may be exercised, during the lifetime of the recipient, only by the recipient. If the Administrator makes an Award transferable, it may only be transferable for no consideration to transferees permitted pursuant to a Form S-8 Registration Statement (such as family members or pursuant to a settlement of marital property rights) and such Award shall contain such additional terms and conditions as the Administrator deems appropriate.

19. Adjustments Upon Changes in Capitalization, Dissolution or Liquidation or Change of Control.

(a) Changes in Capitalization. Subject to any required action by the stockholders of the Company, the number of Ordinary Shares covered by each outstanding Award, the number of Ordinary Shares which have been authorized for issuance under the Plan but as to which no Awards have yet been granted (including the automatic annual replenishment of two million Ordinary Shares) or which have been returned to the Plan upon cancellation or expiration of an Award, the number of Ordinary Shares subject to automatic option grants to Non-Employee Directors under Section 14 hereof, as well as the price per Ordinary Share covered by each such outstanding Award shall be proportionately adjusted for any increase or decrease in the number of issued Ordinary Shares resulting from a stock split, reverse stock split, stock dividend, combination or reclassification of the Ordinary Shares, or any other increase or decrease in the number of issued Ordinary Shares effected without receipt of consideration by the Company; provided, however, that conversion of any convertible securities of the Company shall not be deemed to have been "effected without receipt of consideration." Such adjustment shall be made by the Administrator, whose determination in that respect shall be final, binding and conclusive. Except as expressly provided herein, no issuance by the Company of shares of stock of any class, or securities convertible into shares of stock of any class, shall affect, and no adjustment by reason thereof shall be made with respect to, the number or price of Ordinary Shares subject to an Award.

(b) Dissolution or Liquidation. In the event of the proposed dissolution or liquidation of the Company, the Administrator shall notify each Participant as soon as practicable prior to the effective date of such proposed transaction. The Administrator in its discretion may provide for a Participant to have the right to exercise his or her Option until ten (10) days prior to such transaction as to all of the Awarded Stock covered thereby, including Shares as to which the Award would not otherwise be exercisable. In addition, the Administrator may provide that any Company repurchase option or forfeiture rights applicable to any Award shall lapse 100%, and that any Award vesting shall accelerate 100%, provided the proposed dissolution or liquidation takes place at the time and in the manner contemplated. To the extent it has not been previously exercised (with respect to Options) or vested (with respect to other Awards), an Award will terminate immediately prior to the consummation of such proposed action.

(c) Change of Control.

(i) Stock Options. In the event of a Change of Control, each out-standing Option shall be assumed or an equivalent option substituted by the successor corporation or a parent or Subsidiary of the successor corporation. In the event that the successor corporation refuses to assume or substitute for the Option, the Administrator, in its sole discretion, may provide that either (i) all Options shall terminate immediately prior to the consummation of the Change of Control, or (ii) Participants shall fully vest in and have the right to exercise their Options as to all of the Awarded Stock, including Shares as to which it would not otherwise be vested or exercisable. If an Option becomes fully vested and exercisable in lieu of assumption or substitution in the event of a Change of Control, the Administrator shall notify the Participant in writing or electronically that the Option shall be fully vested and exercisable for a period of fifteen (15) days from the date of such notice, and the Option shall terminate upon the expiration of such period. For the purposes of this paragraph, the Option shall be considered assumed if, following the Change of Control, the option confers the right to purchase or receive, for each Share of Awarded Stock subject to the Option immediately prior to the Change of Control, the consideration (whether stock, cash, or other securities or property) received in the Change of Control by holders of Ordinary Shares for each Share held on the effective date of the transaction (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding Ordinary Shares); provided, however, that if such consideration received in the Change of Control is not solely stock of the successor corporation or its parent, the Administrator may, with the consent of the successor corporation, provide for the consideration to be received upon the exercise of the Option, for each Share of Awarded Stock subject to the Option, to be solely stock of the successor corporation or its parent equal in fair market value to the per share consideration received by holders of Ordinary Shares in the Change of Control.

(ii) Restricted Stock, Restricted Stock Units, Performance Shares, Performance Units and Deferred Stock Units. In the event of a Change of Control, each outstanding Restricted Stock, Restricted Stock Unit, Performance Share, Performance Unit and Deferred Stock Unit award (and any related Dividend Equivalent) shall be assumed or an equivalent Restricted Stock, Restricted Stock Unit, Performance Share, Performance Unit and Deferred Stock Unit award substituted by the successor corporation or a parent or Subsidiary of the successor corporation. In the event that the successor corporation refuses to assume or substitute for the Restricted Stock, Restricted Stock Unit, Performance Share, Performance Unit or Deferred Stock Unit award, the Administrator, in its sole discretion, may provide either that (i) such Awards shall terminate immediately prior to the consummation of the Change of Control, or (ii) Participants shall fully vest in the Restricted Stock, Restricted Stock Unit, Performance Share, Performance Unit or Deferred Stock Unit Awards including as to Shares (or with respect to Performance Units, the cash equivalent thereof) which would not otherwise be vested. For the purposes of this paragraph, a Restricted Stock, Restricted Stock Unit, Performance Share, Performance Unit and Deferred Stock Unit award shall be considered assumed if, following the Change of Control, the award confers the right to purchase or receive, for each Share (or with respect to Performance Units, the cash equivalent thereof) subject to the Award immediately prior to the Change of Control, the consideration (whether stock, cash, or other securities or property) received in the Change of Control by holders of Ordinary Shares for each Share held on the effective date of the transaction (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding Ordinary Shares); provided, however, that if such consideration received in the Change of Control is not solely stock of the successor corporation or its parent, the Administrator may, with the consent of the successor corporation, provide for the consideration to be received, for each Share and each unit/right to acquire a Share subject to the Award, to be solely stock of the successor corporation or its parent equal in fair market value to the per share consideration received by holders of Ordinary Shares in the Change of Control.

20. Date of Grant. The date of grant of an Award shall be, for all purposes, the date on which the Administrator makes the determination granting such Award, or such other later date as is determined by the Administrator. Notice of the determination shall be provided to each Participant within a reasonable time after the date of such grant.

21. Amendment and Termination of the Plan.

(a) Amendment and Termination. The Board may at any time amend, alter, suspend or terminate the Plan.

(b) Stockholder Approval. The Company shall obtain stockholder approval of any Plan amendment to the extent necessary and desirable to comply with Section 422 of the Code (or any successor rule or statute or other Applicable Law). Such stockholder approval, if required, shall be obtained in such a manner and to such a degree as is required by Applicable Law.

(c) Effect of Amendment or Termination. No amendment, alteration, suspension or termination of the Plan shall impair the rights of any Participant, unless mutually agreed otherwise between the Participant and the Administrator, which agreement must be in writing (or electronic format) and signed by the Participant and the Company or its Subsidiary.

22. Conditions Upon Issuance of Shares.

(a) Legal Compliance. Shares shall not be issued pursuant to the exercise of an Award unless the exercise of the Award or the issuance and delivery of such Shares (or with respect to Performance Units, the cash equivalent thereof) shall comply with Applicable Laws and shall be further subject to the approval of counsel for the Company with respect to such compliance.

(b) Investment Representations. As a condition to the exercise or receipt of an Award, the Company may require the person exercising or receiving such Award to represent and warrant at the time of any such exercise or receipt that the Shares are being purchased only for investment and without any present intention to sell or distribute such Shares if, in the opinion of counsel for the Company, such a representation is required.

23. Liability of Company.

(a) Inability to Obtain Authority. The inability of the Company to obtain authority from any regulatory body having jurisdiction, which authority is deemed by the Company's counsel to be necessary to the lawful issuance and sale of any Shares hereunder, shall relieve the Company of any liability in respect of the failure to issue or sell such Shares as to which such requisite authority shall not have been obtained.

(b) Grants Exceeding Allotted Shares. If the Awarded Stock covered by an Award exceeds, as of the date of grant, the number of Shares which may be issued under the Plan without additional stockholder approval, such Award shall be void with respect to such excess Awarded Stock, unless stockholder approval of an amendment sufficiently increasing the number of Shares subject to the Plan is timely obtained in accordance with Section 21(b) of the Plan.

24. Reservation of Shares. The Company, during the term of this Plan, will at all times reserve and keep available such number of Shares as shall be sufficient to satisfy the requirements of the Plan.

Check Point Software Technologies Ltd.**Insider Trading Policy****Introduction**

This policy provides guidelines to employees, consultants, contractors, officers and directors of Check Point (the "Company" or "Check Point") with respect to transactions in the Company's securities. Because the Company's ordinary shares are publicly traded, all employees are subject to certain important restrictions and limitations imposed under federal securities laws. Any violation of these restrictions may subject the Company and its insiders to serious criminal and civil liabilities (including exposure to substantial damages) and sanctions. In addition to governmental fines and other sanctions, private actions brought by 'professional plaintiffs' against public companies and their insiders have become quite common and can involve substantial costs, both mandatory and in terms of time, even if the claim is ultimately dismissed. Equally important, any appearance in the market of impropriety on the part of the Company or its insiders could impair investor confidence in the Company and severely damage the Company's reputation and business relationships. Therefore, considerable care should be taken to avoid inadvertent violations. Accordingly, this Insider Trading Policy (the "Policy") has been adopted by the Company.

Compliance Officer

The Company has appointed Shira Yashar, the Company's General Counsel, (hereinafter referred to as the "General Counsel"), as the Company's insider trading compliance officer. The General Counsel is responsible for the oversight of this Policy. As such, any questions or concerns with respect to this Policy should be directed to the General Counsel.

Applicability of Policy

This Policy applies to:

- (a) All transactions in the Company's securities, including ordinary shares, options for ordinary shares, restricted stock units (RSUs), performance stock units (PSUs) and any other securities the Company may issue from time to time, as well as to derivative securities relating to the Company's securities, whether or not issued by the Company, such as exchange-traded options.
- (b) All officers of the Company, all members of the Company's Board of Directors, all employees of, and consultants and contractors to, the Company and its subsidiaries who receive or have access to Material Nonpublic Information (as defined below) regarding the Company, or any other person who possesses Material Nonpublic Information regarding the Company for so long as the information is not publicly known (collectively referred to in this Policy as "Insiders").
- (c) The Insider's members of their immediate families, and members of their households and family members who live elsewhere but whose transactions in the Company's securities are directed by Insiders, or that are subject to their influence and control (collectively referred to as "Family Members").
- (d) Any person who receives Material Nonpublic Information from any Insider and/or Family Member.

Certain Exceptions

The restrictions of the Policy shall not apply to the following:

- ▶ Stock option exercises where the purchase of stock options is paid in cash and shares continue to be held by the option holder after the exercise is finalized;
 - ▶ Receipt and vesting of stock options, RSUs, PSUs, restricted stock or other equity compensation awards from the Company;
 - ▶ Purchases from the employee stock purchase plan; however, this exception does not apply to subsequent sales of the shares;
 - ▶ Net share withholding of equity awards where shares are withheld by the Company in order to satisfy tax withholding requirements, so long as the election is irrevocable and made in writing at a time when a trading blackout is not in place and you are not in possession of material nonpublic information;
 - ▶ Sell to cover transactions, to the extent approved and implemented by the Company, where shares are withheld by the Company upon vesting of equity awards and sold in order to satisfy tax withholding requirements. This exception does not apply to any other market sale for the purposes of paying required withholding;
 - ▶ Trades made pursuant to a valid 10b5-1 trading plans (as describe below) approved by the Company's General Counsel;
 - ▶ Changes in form of ownership, for example, a transfer from your individual ownership to a trust for which you are the trustee;
 - ▶ Bona fide gifts of the Company's ordinary share; and
 - ▶ Changes in the number of Check Point securities you hold due to a stock split or a stock dividend that applies equally to all securities of a class, or similar transactions.
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Statement of Policy

General Policy

It is the policy of the Company to oppose the unauthorized disclosure of any nonpublic information acquired in the work-place and the misuse of Material Nonpublic Information in securities trading. Employees and other insiders should treat all Check Point information with discretion and discuss confidential data only with those Check Point employees who have a right and a need to know. Do not discuss confidential information with friends or relatives.

Specific Company Policies

Trading on Material Nonpublic Information. No Insider and no Family Member of any such person, shall engage in any transaction (large or small) involving a purchase or sale or offer to purchase or sell any of the Company's securities, or derivatives thereof, including puts, calls or LEAPS, during any period commencing with the date that he or she possesses Material Nonpublic Information concerning the Company, and ending at the close of business on the second Trading Day following the date of public disclosure of that information, or at such time as such nonpublic information is no longer material. As used herein, the term "Trading Day" shall mean a day on which NASDAQ is open for trading.

Tipping. No Insider shall disclose or pass on ("tip") Material Nonpublic Information to any other person (including Family Members or friends) where such information is used by such person to his or her profit by trading in the securities of companies to which such information relates, nor shall such Insider or related person make recommendations or express opinions on the basis of Material Nonpublic Information as to trading in the Company's securities.

Leaks of Material Nonpublic Information often occur on investment chat boards and other similar forums. It is the policy of the Company to strictly forbid Insiders to comment or respond to comments on issues that involve the Company (including comments involving market rumors) on investment chat boards or other similar forums, unless authorized, in writing, by the General Counsel of the Company. If an employee of the Company has tipped anyone on Material Nonpublic Information, including Family Members or others living in such employee's household, such persons may also face the risk of being charged with legal proceedings.

Confidentiality of Nonpublic Information. Nonpublic Information relating to the Company is the property of the Company and the unauthorized disclosure of such information is forbidden.

Potential Criminal and Civil Liability and/or Disciplinary Action

Liability for Insider Trading. Insiders may be subject to penalties of up to \$ 5,000,000 and up to twenty (20) years in jail for engaging in transactions in the Company's securities at a time when they have knowledge of material nonpublic information regarding the Company.

Liability for Tipping. Insiders may also be liable for improper transactions by any person (commonly referred to as a 'tippee') to whom they have disclosed material nonpublic information regarding the Company or to whom they have made recommendations or expressed opinions on the basis of such information as to trading in the Company's securities. The Securities and Exchange Commission ("SEC") has imposed large penalties even when the disclosing person did not profit from the trading. The SEC, the stock exchanges and NASDAQ use sophisticated electronic surveillance techniques to uncover insider trading.

Damages. Insiders also face the risk of being ordered to pay treble damages (reimbursement of 3 times any profits made).

Possible Disciplinary Actions. Insiders of the Company who violate this Policy shall also be subject to disciplinary action by the Company, which may include ineligibility for future participation in the Company's equity incentive plans, termination of employment, or termination of the contract.

Explicit Prohibitions on Trading

Trading Window. To ensure compliance with this Policy and applicable federal and state securities laws, the Company expressly prohibits the execution of any transactions involving the purchase or sale of the Company's securities by Insiders other than during the trading window period (the 'Trading Window').

A Trading Window is the period commencing at the close of trading (generally, 4:01 p.m., ET) on the second full trading day after the publication of the financial results for a particular quarter (or year), and continuing until 11:59 p.m. ET on the 10th calendar day of the third month of the applicable fiscal quarter of the Company (i.e., March 10th, June 10th, September 10th and December 10th).

For example, if the Company's fourth fiscal quarter ends on December 31, the corresponding Trading Window will end at 11:59 p.m., ET, on December 10th, and reopen at the close of trading (generally, 4:01 p.m., ET) on the second full trading day after the public release of the financial results for the fourth fiscal quarter.

Even within a Trading Window, the Company may from time to time, also recommend that directors, officers, selected employees and others, and their Family Members will suspend trading because of developments known to the Company and not yet disclosed to the public. In such event, and subject to a written notice by the General Counsel regarding the suspension of trading, such persons are advised not to engage in any transaction involving the purchase or sale of the Company's securities during such period and should not disclose to others the fact of such suspension of trading. Whether or not the Company has recommended a suspension of trading, any person possessing Material Nonpublic Information concerning the Company should not engage in any transactions in the Company's securities until such information has been known publicly for at least two Trading Days. It should be noted that, even during the Trading Window, any person possessing Material Nonpublic Information concerning the Company should not engage in any transactions in the Days. Trading in the Company's securities during the Trading Window should not be considered a 'safe harbor' and all Insiders should use good judgment at all times.

This Policy continues to apply even after you leave the Company if you remain in possession of Material Nonpublic Information. In addition, if you are subject to a trading blackout under this Policy at the time you leave the Company, you are expected to abide by the applicable trading restrictions until at least the end of the relevant blackout period.

Individual Responsibility. Every Insider is individually responsible to comply with this Policy against insider trading, regardless of whether the Company has recommended a Trading Window to that Insider or any other Insiders of the Company. The guidelines set forth in this Policy are a framework only, and appropriate judgment should be exercised in connection with any trade in the Company's securities. In order to avoid the risk for improper transactions, an Insider may, from time to time, have to forgo a proposed transaction in the Company's securities even if he or she planned to make the transaction before learning of the Material Nonpublic Information and even though the Insider believes he or she may suffer an economic loss or forgo anticipated profit by waiting.

Applicability of Policy to Inside Information Regarding other Companies

This Policy also applies to Material Nonpublic Information relating to other companies, including the Company's clients and others ('business partners'), when that information is obtained in the course of employment with, or other services performed on behalf of the Company. Civil and criminal penalties, and termination of employment, may result from trading on Material Nonpublic Information regarding the Company's business partners. All Insiders of the Company should treat Material Nonpublic Information about the Company's business partners with the same care required with respect to information related directly to the Company.

Definition of Material Nonpublic Information

It is not possible to define all categories of material nonpublic information. However, material nonpublic information includes any information that has not been made public and that would influence a reasonable investor in making a decision to buy, hold or sell the Company's securities or a voting decision. Certainly, if the information motivates you or in any way affects your desire to purchase or sell, it would probably have the same effect on other investors and therefore, any information that could be expected to affect the market price of the Company's securities, should be considered as material. Having said that, in some cases it may be difficult to determine whether particular information is material, there are various categories of information that are particularly sensitive and, as a general rule, should always be considered material.

Examples of such information include:

- ▶ Financial results – including revenues and increases/decreases in quarterly revenues;
- ▶ Earnings including increases/decreases in quarterly earnings;
- ▶ Projections of future earnings or losses;
- ▶ News of a pending or proposed merger or tender offer;
- ▶ News of the disposition of a subsidiary;
- ▶ Impending bankruptcy or financial liquidity problems;
- ▶ Changes in dividend policy;
- ▶ Stock splits;
- ▶ New equity or debt offerings;
- ▶ News of pending acquisitions;
- ▶ Significant litigation exposure due to actual or threatened litigation;
- ▶ Status of legal proceedings, court rulings or related settlement discussions;
- ▶ Major personnel changes, including in senior management;
- ▶ Regulatory actions;
- ▶ Patent milestones;
- ▶ Research efforts;
- ▶ Major new products;
- ▶ Unannounced price changes on major products;
- ▶ Significant developments involving corporate relationships;
- ▶ Major contract awards or cancellations or changes (including changes in major OEM's or distributors, unusual gains or losses on major operations);
- ▶ Significant changes in sources or availability of supplies;
- ▶ Capital investment plans or changes in such plans;
- ▶ Significant marketing plans;
- ▶ Significant write-offs; or
- ▶ Any other information which might have a significant impact on the Company.

It should be noted that either positive or negative information may be material. Nonpublic information is information that has not been previously disclosed to the general public and is otherwise not available to the general public.

Information is "non-public" if it is not generally known or made available to the public. Even if information is widely known throughout the Company, it may still be nonpublic. Generally, in order for information to be considered public, it must be made generally available through media outlets or SEC filings.

After the release of information, a reasonable period of time must lapse in order to provide the public an opportunity to absorb and evaluate the information provided. As a general rule, at least two full trading days shall pass after the dissemination of information before being considered public.

As a rule of thumb, if you think something might be material nonpublic information, it probably is. You can always reach out to the General Counsel for advice.

Additional Information – Directors and Officers

- ▶ Check Point recommends that all directors and officers conduct their trades through a 10b5-1 plan (established and entered into in accordance with applicable law).
- ▶ Check Point requires all directors and officers to trade through a 10b5-1 plan for any stock, option, RSU or PSU that is scheduled for expiration within 1 year.

Please contact your broker to establish a 10b5-1 plan. Check Point cannot provide a plan for you.

In accordance with applicable law, Check Point requires the following cooling-off period:

- for directors and officers, the later of (i) 90 days after the adoption or modification of a 10b5-1 plan or (ii) two business days following the filing of the Form 20-F or Form 6-K containing the quarterly financial results for the fiscal quarter in which the 10b5-1 plan was adopted or modified; provided, that in any event, the required cooling-off period is not to exceed 120 days following adoption or modification of the 10b5-1 plan; and
- for all other employees, a cooling-off period of 30 days between the establishment or modification of a 10b5-1 plan and commencement of any transactions under such plan.

An individual may not adopt more than one 10b5-1 plan, except in limited circumstances permitted by applicable law and approved in advance by the Company's General Counsel.

Inquiries

Please direct your questions as to any of the matters discussed in this Policy to the Company's General Counsel.

Updated on May 10, 2023

CERTIFICATION

I, Gil Shwed, certify that:

1. I have reviewed this Annual Report on Form 20-F of Check Point Software Technologies Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 2, 2024

By: /s/ Gil Shwed
Gil Shwed
Chief Executive Officer

CERTIFICATION

I, Roei Golan, certify that:

1. I have reviewed this Annual Report on Form 20-F of Check Point Software Technologies Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 2, 2024

By: /s/ Roei Golan
Roei Golan
Chief Financial Officer

CERTIFICATION

PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(SUBSECTIONS (a) AND (b) OF SECTION 1350, CHAPTER 63 OF
TITLE 18, UNITED STATES CODE)

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), the undersigned Chief Executive Officer of Check Point Software Technologies Ltd., a company organized under the laws of the State of Israel (the "Company"), does hereby certify that the Annual Report on Form 20-F for the year ended December 31, 2023 (the "Form 20-F") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Annual Report on Form 20-F fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 2, 2024

By: /s/ Gil Shwed
Gil Shwed
Chief Executive Officer

CERTIFICATION

PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(SUBSECTIONS (a) AND (b) OF SECTION 1350, CHAPTER 63 OF
TITLE 18, UNITED STATES CODE)

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), the undersigned Chief Financial Officer of Check Point Software Technologies Ltd., a company organized under the laws of the State of Israel (the "Company"), does hereby certify that the Annual Report on Form 20-F for the year ended December 31, 2023 (the "Form 20-F") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Annual Report on Form 20-F fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 2, 2024

By: /s/ Roei Golan
Roei Golan
Chief Finance Officer

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-8 No. 333-132954) pertaining to 2005 Israel Equity Incentive Plan, 2005 United States Equity Incentive Plan,
- (2) Registration Statements (Form S-8 Nos. 333-207335, 333-235322) pertaining to Check Point Software Technologies Ltd. Employee Stock Purchase Plan, as amended and restated,
- (3) Registration Statements (Form S-8 Nos. 333-211113, 333-240141, 333-276518) pertaining to Check Point Software Technologies Ltd. Employee Stock Purchase Plan (Non-U.S. Employees) as amended, and
- (4) Registration Statement (Form S-8 No. 333-228075) pertaining to Dome9 Security Ltd. 2011 Share Option Plan and the 2016 Equity Incentive Subplan;

of our reports dated April 2, 2024, with respect to the consolidated financial statements of Check Point Software Technologies Ltd. and the effectiveness of internal control over financial reporting of Check Point Software Technologies Ltd. included in this Annual Report (Form 20-F) for the year ended December 31, 2023.

/s/ KOST FORER GABBAY & KASIERER
A Member of EY Global
Tel Aviv, Israel
April 2, 2024

Clawback Policy

I. Overview

In accordance with the applicable rules of the Nasdaq Stock Market (the "Nasdaq"), Section 10D and Rule 10D-1 of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act") ("Rule 10D-1"), the Board of Directors (the "Board") of Check Point Software Technologies Ltd., a company organized under the laws of the State of Israel (the "Company"), has adopted this Policy (the "Policy") to provide for the recovery of erroneously awarded Incentive-based Compensation from Executive Officers. Each capitalized term used and not defined shall have the meaning set forth in Section VIII below.

II. Recovery of Erroneously Awarded Compensation

(1) In the event of an Accounting Restatement, the Company will reasonably promptly recover the Erroneously Awarded Compensation Received in accordance with the applicable rules of Nasdaq ("Nasdaq Rules") and Rule 10D-1 as follows:

(i) After an Accounting Restatement, the Compensation Committee of the Board of Directors (the "Committee") shall determine the amount of any Erroneously Awarded Compensation Received by each Executive Officer, if any, and shall promptly notify each Executive Officer with a written notice containing the amount of any Erroneously Awarded Compensation and a demand for repayment or return of such compensation, as applicable.

(a) For Incentive-based Compensation based on (or derived from) the Company's share price or total shareholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in the applicable Accounting Restatement:

(x) The amount to be repaid or returned shall be determined by the Committee based on a reasonable estimate of the effect of the Accounting Restatement on the Company's share price or total shareholder return upon which the Incentive-based Compensation was Received; and

(y) The Company shall maintain documentation of the determination of such reasonable estimate and provide the relevant documentation as required to the Nasdaq.

(ii) The Committee shall have discretion to determine the appropriate means of recovering Erroneously Awarded Compensation based on the particular facts and circumstances. Notwithstanding the foregoing, except as set forth in Subsection (2) below, in no event may the Company accept an amount that is less than the amount of Erroneously Awarded Compensation in satisfaction of an Executive Officer's obligations hereunder.

(iii) To the extent that the Executive Officer has already reimbursed the Company for any Erroneously Awarded Compensation Received under any duplicative recovery obligations established by the Company or applicable law, including, without limitation, the Company's Executive Compensation Policy adopted in accordance with Israeli law, it shall be appropriate for any such reimbursed amount to be credited to the amount of Erroneously Awarded Compensation that is subject to recovery under this Policy.

(iv) To the extent that an Executive Officer fails to repay all Erroneously Awarded Compensation to the Company when due, the Company shall take all actions reasonable and appropriate to recover such Erroneously Awarded Compensation from the applicable Executive Officer. The applicable Executive Officer shall be required to reimburse the Company for any and all expenses reasonably incurred (including reasonable legal fees) by the Company in recovering such Erroneously Awarded Compensation in accordance with the immediately preceding sentence.

(2) Notwithstanding anything herein to the contrary, the Company shall not be required to take the actions contemplated by Subsection (1) above if the Committee determines that recovery would be impracticable and any of the following three conditions are met:

(i) The Committee has determined that the direct expenses paid to a third party to assist in enforcing the Policy would exceed the amount to be recovered. Before making this determination, the Company must make a reasonable attempt to recover the Erroneously Awarded Compensation, documented such attempt(s) and provided such documentation to the Nasdaq;

(ii) Recovery would violate the Israeli law, provided that, before determining that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on violation of the Israeli law, the Company has obtained an opinion of Israeli counsel, acceptable to Nasdaq, that recovery would result in such a violation and a copy of the opinion is provided to Nasdaq; or

(iii) Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of Section 401(a)(13) or Section 411(a) of the Internal Revenue Code of 1986, as amended, and regulations thereunder.

III. Disclosure Requirements

The Company shall file all disclosures with respect to this Policy required by applicable U.S. Securities and Exchange Commission ("SEC") filings and rules.

IV. Prohibition of Indemnification

The Company shall not be permitted to insure or indemnify any Executive Officer against (i) the loss of any Erroneously Awarded Compensation that is repaid, returned or recovered pursuant to the terms of this Policy, or (ii) any claims relating to the Company's enforcement of its rights under this Policy.

Further, the Company shall not enter into any agreement that exempts any Incentive-based Compensation that is granted, paid or awarded to an Executive Officer from the application of this Policy or that waives the Company's right to recovery of any Erroneously Awarded Compensation, and this Policy shall supersede any such agreement (whether entered into before, on or after the Effective Date of this Policy).

V. Administration and Interpretation

This Policy shall be administered by the Committee, and any determinations made by the Committee shall be final and binding on all affected individuals.

The Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy and for the Company's compliance with Nasdaq Rules, Section 10D, Rule 10D-1 and any other applicable law, regulation, rule or interpretation of the SEC or Nasdaq promulgated or issued in connection therewith.

VI. Amendment; Termination

The Committee may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary. Notwithstanding anything in this Section VI to the contrary, no amendment or termination of this Policy shall be effective if such amendment or termination would (after taking into account any actions taken by the Company contemporaneously with such amendment or termination) cause the Company to violate any federal securities laws, SEC rule, Nasdaq rule or Israeli law.

VII. Other Recovery Rights

This Policy shall be binding and enforceable against all Executive Officers and, to the extent required by applicable law or guidance from the SEC or Nasdaq, their beneficiaries, heirs, executors, administrators or other legal representatives. The Committee intends that this Policy will be applied to the fullest extent required by applicable law. Any employment agreement, equity award agreement, compensatory plan or any other agreement or arrangement with an Executive Officer shall be deemed to include, as a condition to the grant of any benefit thereunder, an agreement by the Executive Officer to abide by the terms of this Policy. Any right of recovery under this Policy is in addition to, and not in lieu of, any other remedies or rights of recovery that may be available to the Company under applicable law, regulation or rule or pursuant to the terms of any policy of the Company, including, without limitation, the Company's Executive Compensation Policy adopted in accordance with Israeli law, or any provision in any employment agreement, equity award agreement, compensatory plan, agreement or other arrangement.

VIII. Definitions

For purposes of this Policy, the following capitalized terms shall have the meanings set forth below.

(1) “Accounting Restatement” means an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the U.S. securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements (a “Big R” restatement), or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (a “little r” restatement).

(2) “Clawback Eligible Incentive Compensation” means all Incentive-based Compensation Received by an Executive Officer (i) on or after the effective date of the applicable Nasdaq rules, (ii) after beginning service as an Executive Officer, (iii) who served as an Executive Officer at any time during the applicable performance period relating to any Incentive-based Compensation (whether or not such Executive Officer is serving at the time the Erroneously Awarded Compensation is required to be repaid to the Company), (iv) while the Company has a class of securities listed on a national securities exchange or a national securities association, and (v) during the applicable Clawback Period (as defined below).

(3) “Clawback Period” means, with respect to any Accounting Restatement, the three completed fiscal years of the Company immediately preceding the Restatement Date (as defined below), and if the Company changes its fiscal year, any transition period of less than nine months within or immediately following those three completed fiscal years.

(4) “Erroneously Awarded Compensation” means, with respect to each Executive Officer in connection with an Accounting Restatement, the amount of Clawback Eligible Incentive Compensation that exceeds the amount of Incentive-based Compensation that otherwise would have been Received had it been determined based on the restated amounts, computed without regard to any taxes paid.

(5) “Executive Officer” means each individual who is currently or was previously designated as the Company’s principal executive officer, principal financial officer or principal accounting officer, or was otherwise identified by the Company in Item 6.A of the Company’s Annual Report on Form 20-F filed with the SEC as a member of the Company’s senior management (as defined in Form 20-F).

(6) “Financial Reporting Measures” means measures that are determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, and all other measures that are derived wholly or in part from such measures. Share price and total shareholder return (and any measures that are derived wholly or in part from share price or total shareholder return) shall, for purposes of this Policy, be considered Financial Reporting Measures. For the avoidance of doubt, a Financial Reporting Measure need not be presented in the Company’s financial statements or included in a filing with the SEC.

(7) “Incentive-based Compensation” means any compensation that is granted, earned or vested based wholly or in part upon the attainment of a Financial Reporting Measure.

(8) “Received” means, with respect to any Incentive-based Compensation, actual or deemed receipt, and Incentive-based Compensation shall be deemed received in the Company’s fiscal period during which the Financial Reporting Measure specified in the Incentive-based Compensation award is attained, even if the payment or grant of the Incentive-based Compensation to the Executive Officer occurs after the end of that period.

(9) “Restatement Date” means the earlier to occur of (i) the date the Board, a committee of the Board or the officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement, or (ii) the date a court, regulator or other legally authorized body directs the Company to prepare an Accounting Restatement.

Effective as of July 27, 2023.

Exhibit

Attestation and Acknowledgment of Clawback Policy

By my signature below, I acknowledge and agree that:

1. I have received and read the attached Clawback Policy (the "Policy") of Check Point Software Technologies Ltd. (the "Company").
2. I hereby agree to abide by all of the terms of this Policy both during and after my employment with the Company and any subsidiary of the Company, including, without limitation, by promptly repaying or returning any Erroneously Awarded Compensation to the Company as determined in accordance with this Policy.

Signature: _____

Name: _____

Date: _____
