

**AMENDMENT NO. 1 TO VERINT SYSTEMS INC.
CODE OF BUSINESS CONDUCT AND ETHICS
FOR SENIOR OFFICERS**

This Amendment No. 1, dated as of December 7, 2010 (this “Amendment”), is to the Code of Business Conduct and Ethics (the “Code”) applicable to the Chief Executive Officer, Chief Financial Officer and other senior management and financial officers of Verint Systems Inc. (together with its subsidiaries and affiliates, the “Company”). Capitalized terms used but not defined herein have the meanings assigned to such terms in the Code.

1. Section 9 of the Code is hereby amended to add the following paragraph immediately after the second paragraph of Section 9:

“The Company’s Chief Compliance Officer is responsible for overseeing the Company’s corporate compliance program, including the monitoring and evaluation of the Company’s legal and regulatory compliance. The Chief Compliance Officer reports to the Company’s Board of Directors, and will report, at least annually, to the Board of Directors on the overall effectiveness of the Company’s corporate compliance program. In addition, the Chief Compliance Officer is expressly authorized to communicate promptly and directly to the Audit Committee of the Company’s Board of Directors (A) any matter involving criminal conduct, potential criminal conduct or any violations of the Company’s Code of Conduct or this Code and (B) no less than annually on the implementation and effectiveness of the Company’s ethics and compliance program.”

2. Except as expressly provided in this Amendment, all provisions of the Code remain in full force and effect.