

**VERINT SYSTEMS INC.
DIRECTOR RESIGNATION POLICY**

Adopted August 27, 2015

It is a policy of the Board of Directors (the “**Board**”) that any nominee for director who, in an uncontested election, fails to receive more votes “for” his or her election than “withheld” at a meeting for the election of directors at which a quorum is present (the “**Required Vote**”) shall promptly tender to the Chair of the Corporate Governance and Nominating Committee his or her resignation following certification of the shareholder vote for consideration in accordance with this policy.

If a nominated director candidate fails to receive the Required Vote, the Corporate Governance and Nominating Committee shall consider the director candidate’s resignation tendered under this policy and recommend to the Board whether to accept or reject it. The Board will act on the Corporate Governance and Nominating Committee’s recommendation with respect to such resignation, within 90 days following the certification of the election results. The Board will promptly publicly disclose (1) its decision whether to accept or reject the director candidate’s contingent resignation and (2) if rejected, the reasons for rejecting the contingent resignation. The Corporate Governance and Nominating Committee in making its recommendation, and the Board in making its decision, may consider any factors or other information that it considers appropriate and relevant, including without limitation any reasons given by shareholders for their withhold votes, the qualifications of the director candidate and, if applicable, his or her contributions to the Board and the Company.

Any director who failed to receive the Required Vote shall not participate in the Corporate Governance and Nominating Committee recommendation or Board’s action regarding whether to accept or reject such director’s contingent resignation. If, however, each member of the Corporate Governance and Nominating Committee failed to receive the Required Vote in the same election, then the Board will appoint a committee comprised solely of independent directors who did not fail to receive the Required Vote in that election to consider each tendered resignation and recommend to the Board whether to accept or reject it.

If a director’s contingent resignation is rejected by the Board, the director will continue to serve for the remainder of his or her term and until his or her successor is duly elected, or his or her earlier death, resignation or removal.

If a director’s tendered resignation is accepted by the Board, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the number of directors comprising the Board, in each case pursuant to the provisions of and to the extent permitted by the Company’s bylaws. The Board shall fill director vacancies and new directorships only with candidates who agree to act in accordance with this resignation policy.

The Board may at any time in its sole discretion supplement or amend any provision of this policy in any respect, repeal the policy in whole or part or adopt a new policy relating to director elections with such terms as the Board determines in its sole discretion to be appropriate. The Board will have the exclusive power and authority to administer this policy, including,

without limitation, the right and power to interpret the provisions of this policy and to make all determinations deemed necessary or advisable for the administration of this policy. All such actions, interpretations and determinations that are done or made by the Board in good faith will be final, conclusive and binding.