

**VERINT SYSTEMS INC.  
CORPORATE GOVERNANCE & NOMINATING COMMITTEE  
CHARTER**

**Dated: March 21, 2018**

**PURPOSE**

The purpose of the Corporate Governance & Nominating Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Verint Systems Inc. (the “Company” or “Verint”) in establishing corporate governance guidelines for the Company, to oversee of the Board’s operations and effectiveness and to identify, screen and recommend to the Board qualified candidates to serve as directors of the Company.

**COMMITTEE MEMBERSHIP**

The Board appoints a Corporate Governance & Nominating Committee of at least three members, each of whom shall be an “Independent Director” under the listing requirements of the NASDAQ Global Market or any other stock exchange on which the Company’s shares may be listed or traded and applicable law.

The Board of Directors may appoint one member to be the Chair of the Committee. If the Board fails to appoint a Chair, the members of the Committee shall elect a Chair by majority vote of all members. The Chair will chair all regular sessions of the Committee and set the agenda for Committee meetings.

The members of the Committee shall serve until their successors shall be duly elected and qualified. Any member may be removed, with or without cause, by the Board of Directors at any time.

**RESPONSIBILITIES**

The Corporate Governance & Nominating Committee will, in accordance with the Company’s Corporate Governance Guidelines, attached as Attachment A, the Company’s Minimum Qualifications for Directors, attached as Attachment B, and the Company’s New Director Candidate Evaluation Process, attached as Attachment C:

- (a) Evaluate and make recommendations to the Board concerning the structure, composition and functioning of the Board and all Board committees; and recommend candidates to be appointed to the Company’s standing committees.
- (b) Recommend to the Board whether to accept or reject a tendered director resignation, or take other action, in circumstances where a director candidate receives a greater number of “withhold” votes than “for” votes in an uncontested election of directors as set forth in the Director Voting Policy adopted by the Board.
- (c) Review Board meeting procedures, including the appropriateness and adequacy of the

information supplied to directors prior to and during Board meetings.

- (d) Adopt a performance review process for the formal evaluation of Board and Board committee performance.
- (e) Review and recommend retirement policies for directors.
- (f) Review in advance any outside directorships in other public companies held by directors and executive officers of the Company and consider any conflicts in connection therewith.
- (g) Review changes in directors' professional status and make recommendations to the Board regarding the same.
- (h) Make periodic reports and recommendations to the Board within the scope of its functions.
- (i) Recommend to the Board candidates for election or reelection by the Board at each Annual Meeting of Stockholders of the Company.
- (j) Recommend to the Board candidates for election by the Board to fill newly created directorships and vacancies occurring on the Board.
- (k) Consider director nominees that have been nominated by stockholders in compliance with the Company's By-laws, including reviewing the qualifications of, and making recommendations to the Board regarding, director nominations submitted by stockholders.
- (l) Make recommendations to the Board concerning the selection criteria to be used by the Committee in seeking nominees for election to the Board.
- (m) Aid in attracting qualified candidates to serve on the Board.
- (n) Unless delegated to a different committee by the Board or the Board elects to oversee such activity itself, periodically make reports and recommendations to the Board on succession planning at the Chief Executive Officer (the "CEO") and other executive officer levels, taking into consideration recommendations from the officers of the Company, including the CEO, or other sources.
- (o) Identify and oversee continuing education programs for directors.
- (p) If the offices of Chair and Chief Executive Officer are held by the same person, recommend to the Board an independent member of the Board to serve as the Lead Independent Director with the duties and responsibilities set forth on Attachment D, as the same may be amended by the Board from time to time.
- (q) Review and make recommendations with respect to the Corporate Governance Guidelines.

- (r) Perform any other activities consistent with this Charter, the Company's Bylaws and applicable law as the Committee or the Board deems necessary or appropriate.
- (s) At least annually, the Committee will (a) review this Charter with the Board and recommend any changes to the Board and (b) evaluate its own performance against the requirements of this Charter and report the results of this evaluation to the Board. The evaluation will include establishment of the goals and objectives of the Committee for the upcoming year. The Committee will conduct its review and evaluation in such manner as it deems appropriate.
- (t) Report to the Board on the major items covered at each Committee meeting at the next Board meeting.

### **COMMITTEE MEETINGS**

The Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and as such times and places as the Committee determines, but in any event, not less than twice per year. The Committee Chair shall, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Each Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. Except as otherwise provided by law, the presence of a majority of the then-appointed members of the Committee shall constitute a quorum for the transaction of business, and in every case where a quorum is present, the affirmative vote of a majority of the members of the Committee present shall be the act of the Committee. The Committee Chair shall supervise the conduct of the meetings and shall have other responsibilities, which the Committee may designate from time to time. The Committee may invite management, including management directors, to all or any portion of a meeting of the Committee in its discretion. Minutes shall be kept of each meeting of the Committee.

### **RESOURCES AND AUTHORITY**

The Committee will have the resources and authority (including funding from the Company) necessary and appropriate to discharge its duties and responsibilities. In discharging its responsibilities, the Committee is empowered to investigate any matter brought to its attention that it determines to be within the scope of authority with full access to all books, records, facilities and personnel of the Company. The Committee has authority to retain and terminate independent counsel, any search firm used to identify director candidates, or other experts or consultants, as it deems appropriate, including sole authority to approve the firms' fees and other retention terms. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate authority to subcommittees and may delegate

authority to one or more designated members of the Committee. However, in delegating authority, it shall not absolve itself from the responsibilities it bears under the terms of this Charter.

**VERINT SYSTEMS INC.  
CORPORATE GOVERNANCE GUIDELINES**

The stockholders of Verint Systems Inc. (the “Company”) elect the Board of Directors (the “Board”). The Board establishes policy for the Company and provides oversight to the Company’s management.

**I. RESPONSIBILITY OF THE BOARD OF DIRECTORS**

The primary mission of the Board is to advance the interests of the Company’s stockholders. The Board believes that this mission is best served by establishing a corporate culture of accountability, responsibility and ethical behavior.

In discharging their obligations, directors are entitled to rely on the honesty and competence of the Company’s executives and its outside advisers and auditors. Members of the Board are expected to devote the time necessary to appropriately discharge their responsibilities and to rigorously prepare for and, to the extent possible, attend and participate in all Board meetings and meetings of Board committees on which they serve. Each Board member is expected to ensure that other commitments do not materially interfere with the member’s service as a director.

**II. BOARD STRUCTURE**

The Company’s By-laws provide that the number of directors shall be not less than three and not more than twenty. The Board believes that between seven and thirteen members is appropriate for the Company at the current time, and will evaluate this from time to time.

Each director is expected to ensure that other existing and planned future commitments do not materially interfere with his or her responsibilities as a director, which include, at a minimum, attendance at Board meetings and advance review of meeting materials.

The Board believes that a person who holds the position of Chief Executive Officer of the Company should be a director of the Company.

**III. DEFINITION OF “INDEPENDENT” DIRECTOR**

The members of the Board who are “independent” shall be those who (a) have been determined affirmatively by the Board to have no material relationship with the Company and (b) meet all other standards of independence set forth by the Nasdaq Global Market or any other stock exchange on which the Company’s shares may be listed or traded and applicable law.

**IV. BOARD COMMITTEES**

The Board currently has three standing committees: the Audit Committee; the Compensation Committee; and the Corporate Governance & Nominating Committee. From time

to time, the Board may provide for other standing or special committees as are necessary to carry out its responsibilities.

Consideration will be given to rotating committee members periodically. Rotations should be flexible, however, giving due consideration to particular talents and other commitments of directors and situations in which it may be in the Company's best interest to continue an individual director's committee membership for a longer period of time.

## **V. EVALUATIONS OF THE BOARD AND ITS COMMITTEES**

The Board believes that it should formally evaluate its own performance and that of its standing committees each year. The Corporate Governance & Nominating Committee shall adopt a performance review process for this purpose.

## **VI. EVALUATIONS OF THE CHIEF EXECUTIVE OFFICER AND OTHER OFFICERS**

The Board believes that it is appropriate for the Compensation Committee to formally review the performance of the Chief Executive Officer and each of the other executive officers of the Company each year. The Compensation Committee shall adopt a performance review process for this purpose, which performance reviews may be conducted in conjunction with the compensation reviews for such executives.

## **VII. BOARD INTERACTION WITH INVESTORS OR OTHER THIRD PARTIES**

The Board believes that management should generally speak on behalf of the Company, but that in certain circumstances, one or more members of the Board may be the appropriate Company spokespersons on such matters as the Board may deem appropriate. The Board will adopt guidelines for director engagement or involvement with investors, the media, customers, or other third parties consistent with this principle.

## **VIII. BOARD COMPENSATION**

The Board believes that it is appropriate for the Compensation Committee from time to time to review the status of Board compensation in relation to other comparable corporations and in light of such other factors as the Compensation Committee may deem appropriate and make a report to the Board, and that it is appropriate to consider chairmanship and committee membership in that regard.

Changes in Board compensation, if any, should come at the suggestion of the Compensation Committee, but with full discussion and concurrence by the Board.

## **IX. BOARD MEMBERSHIP CRITERIA AND SELECTION OF NEW DIRECTOR CANDIDATES**

The Corporate Governance & Nominating Committee of the Board shall have the responsibility for reviewing and recommending nominees for membership on the Board. In its

review, it should consider factors such as values and disciplines, high personal and professional ethical standards, sound business judgment, personal and professional accomplishment, age, diversity, background and skills, all in the context of the Board's view of its needs.

The invitation to join the Board should be extended by the Chair on behalf of the entire Board.

#### **X. DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

The Board and the Company should ensure that new directors are given a Company orientation, which should include written reference materials, which may be made available electronically, and may include meetings with senior management and visits to Company facilities.

The Board believes that continuing education on corporate governance matters and other board responsibilities is an important part of Board service. The Corporate Governance & Nominating Committee shall adopt a director continuing education program for this purpose.

#### **XI. SELECTION OF CHAIR, LEAD INDEPENDENT DIRECTOR, AND CHIEF EXECUTIVE OFFICER**

The Board is responsible for selecting the Company's Chair of the Board, Lead Independent Director (if applicable), and the Company's Chief Executive Officer. The Board is free to select a Chair of the Board, Lead Independent Director (if applicable), and a Chief Executive Officer any way that it then believes is best for the Company and its stockholders.

#### **XII. DIRECTOR CHANGES IN PROFESSIONAL STATUS; SERVICE ON ADDITIONAL BOARDS**

The Board should have the opportunity to consider whether a change in an individual's principal occupation or employment or other similarly significant change in professional occupation or association impacts that person's suitability as a director of the Company. Non-management directors will submit a notification to the Chair of the Board and the Chair of the Corporate Governance & Nominating Committee, with a copy to the Corporate Secretary, describing the change in circumstances. The Corporate Governance & Nominating Committee will review whether the change in professional occupation or association of the director is consistent with the guidelines for Board membership and with its original determination for that director's service on the Board.

Directors should advise the Chair of the Board and the Chair of the Corporate Governance & Nominating Committee *in advance* of accepting an invitation to serve on the board of directors (or similar body) of another company. A director who serves as an executive officer of any public company may not serve on the board of directors of more than **two** public companies, including the Company's Board. Other directors may not serve on more than **four** public company boards, including the Company's Board.

Executive officers must seek the approval of the Chair of the Board and the Chair of the

Corporate Governance & Nominating Committee (which approvals will not be unreasonably withheld) before accepting membership on other boards (or similar bodies), including for-profit and non-profit boards. No executive officer of the Company may serve on any board of directors of a company if the CEO or another executive officer of that company is serving on the Board.

A director's (or candidate's) other commitments will be considered by the Corporate Governance & Nominating Committee and the Board when reviewing Board candidates and annual self-evaluations. Exceptions to these limits may be approved by the Board on a case-by-case basis.

### **XIII. TRANSACTIONS WITH DIRECTORS OR THEIR AFFILIATES.**

Except for employment arrangements with the management directors, the Company does not engage in transactions with directors or their affiliates if a transaction would cast into doubt the independence of a director, would present the appearance of a conflict of interest, or is otherwise prohibited by law, rule, regulation or Company policies or procedures adopted from time to time. The Company will not, directly or indirectly, provide any extension, maintenance or renewal of an extension of credit to any director or executive officer. The Company will also not make substantial charitable contributions (i.e. in excess of \$50,000) to organizations in which a director or executive officer, or their spouse, is affiliated, unless the matter is reviewed and approved by the Board. The approval of the Audit Committee is required for any related person transaction per the Audit Committee's charter, which approval may be made only in accordance with the Company's policies and procedures as it may adopt from time to time. Each director should advise the Chair of the Board or the Chair of the Audit Committee if he or she becomes aware of any transaction involving the Company or its subsidiaries in which he or she has a substantial financial interest that is different from or in addition to the interests of stockholders generally so that appropriate protective measures may be implemented before the Company or any of its subsidiaries becomes legally obligated in respect of the matter. This excludes insignificant stockholdings in public companies, or transactions on market terms where the interest is disclosed to the Board before the Company enters into a commitment. If an actual or potential conflict of interest arises for a director, the director will promptly inform the Chair of the Board. If a significant conflict exists and cannot be resolved, the director should offer to resign. All directors will recuse themselves from any discussions or decision affecting their business or personal interests (other than regarding director compensation).

### **XIV. BOARD ACCESS TO SENIOR MANAGEMENT AND INDEPENDENT ADVISORS**

The Board believes that Directors should have complete access to members of the Company's management as long as contact does not become disruptive to the Company's operations. If necessary and appropriate, Directors may engage independent advisors.

### **XV. BOARD MEETINGS, AGENDAS AND MATERIALS**

The Board will generally hold four regularly scheduled meetings per year, typically to review the Company's performance for the preceding fiscal quarter, and will hold additional special meetings as necessary.

The Chair of the Board or the Chief Executive Officer will establish the agenda for each Board meeting. The Lead Independent Director (if applicable) will provide feedback to the Chair of the Board on such meeting agendas. Each Board member may submit items to be included in the agenda. Board members may also raise subjects that are not on the agenda at any meeting. The chair of each Board committee will establish the agenda for each meeting of such committee. The Lead Independent Director will establish the agenda for meetings of the independent directors, as applicable.

The Board believes that information and data that are important to the Board's understanding of the Company should be distributed to the Board sufficiently in advance of its meetings in order to be able to adequately evaluate such materials. Sensitive matters may be discussed at a Board meeting without written materials being distributed in advance or at the meeting.

The Board believes that it is appropriate for the Board or committees thereof to meet in executive session as needed. In general, the Board believes that decisions should not be made in executive session except where the context so requires (such as compensation or other decisions affecting the executives in question). The chair of the Board or of the committee meeting in executive session shall provide a list of any decisions made and a summary of topics discussed (but not a summary of the substance of the discussion) during the executive session to the Corporate Secretary for inclusion with the meeting minutes. Formal minutes of executive sessions are not required. In addition, the chairperson of the Board or of the committee meeting in executive session will provide feedback, as appropriate, to the Chief Executive Officer or other members of senior management regarding the substance of the executive session promptly following the conclusion thereof.

Independent Directors will have regularly scheduled meetings (generally at least two times per year or more frequently as the Independent Directors deem necessary in conjunction with regularly scheduled meetings of the Board) at which only Independent Directors are present.

## **XVI. SUCCESSION PLANNING**

Periodically the Board will receive recommendations from the Corporate Governance & Nominating Committee and /or the Compensation Committee regarding succession at the Chief Executive Officer and other executive officer positions, unless the Board elects to oversee succession planning directly. The Chair of the Corporate Governance & Nominating Committee, the Chair of the Compensation Committee, and/or the Chief Executive Officer should report to the full Board periodically on the Company's succession planning and management development efforts. The Chair of the Corporate Governance & Nominating Committee, the Chair of the Compensation Committee, and the Chief Executive Officer should at all times make available their recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

## **XVII. DIRECTORS ATTENDANCE AT THE ANNUAL MEETING OF STOCKHOLDERS**

The Company encourages, but does not require, the members of the Board to attend each Annual Meeting of Stockholders. The Company reimburses Directors for their expenses in attending the Annual Meeting of Stockholders.

## **XVIII. STOCKHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS**

Stockholders are encouraged to contact any of our directors by writing to them c/o Corporate Secretary, Verint Systems Inc., 175 Broadhollow Road, Melville, NY 11747 or by sending an email to [boardofdirectors@verint.com](mailto:boardofdirectors@verint.com). Communications should specify the addressee(s) and general topic of the communication. The Company's Corporate Secretary will review and sort communications before forwarding them to the addressee(s); however communications from stockholders or other parties which are of a personal nature or are not related to the duties and responsibilities of the Board, including junk mail and mass mailings, complaints by customers concerning the Company's products or services, resumes and other forms of job inquiries, opinion surveys and polls, or business solicitations or advertisements are not typically forwarded. Employees and others who wish to contact the Board or any member of the Audit Committee to report complaints or concerns with respect to accounting, internal accounting controls or auditing matters, may do so anonymously by using this same address.

**VERINT SYSTEMS INC.  
Minimum Qualifications for Directors**

- (a) Directors should be of the highest ethical character and share the values of Verint.
- (b) Directors should have reputations, both personal and professional, consistent with the image and reputation of Verint.
- (c) Directors should be highly accomplished in their respective fields, with superior credentials and recognition.
- (d) Each Director should have relevant expertise and experience, and be able to offer advice and guidance to the Chief Executive Officer based on that expertise and experience.
- (e) Independent directors should be “independent,” not only as that term may be defined in the Nasdaq Listing Rules and by applicable laws and regulations, but also without the appearance of any conflict in serving as a Director. In addition, independent Directors should be independent of any particular constituency and be able to represent all stockholders of the Company.
- (f) Each Director should have the ability to exercise sound business judgment.
- (g) Directors should be selected with consideration of factors such as values and disciplines, ethical standards, age, diversity, background and skills, all in the context of the Board’s view of its needs.

**VERINT SYSTEMS INC.  
New Director Candidate Evaluation Process**

- (a) The Chair of the Board or of the Corporate Governance & Nominating Committee or any other Director(s) identify the need to add new Director(s) with specific criteria or to fill a vacancy on the Board.
- (b) The Chair of the Corporate Governance & Nominating Committee initiates a search, working with support, and seeking input, from Directors and such other person or persons deemed necessary or appropriate by the Corporate Governance & Nominating Committee.
- (c) The Chair of the Board, the CEO, at least one member of the Corporate Governance & Nominating Committee, and such other person or persons deemed necessary or appropriate by the Corporate Governance & Nominating Committee interviews prospective candidate(s) (conduct interviews as schedules permit).
- (d) Board informally kept informed of progress.
- (e) Corporate Governance & Nominating Committee meets to consider and approve final candidates.
- (f) Corporate Governance & Nominating Committee seeks Board approval of recommended candidates.

**VERINT SYSTEMS INC.  
Duties and Responsibilities of the Lead Independent Director**

- Serves as a liaison between the Chair and the independent directors and facilitates communication; however, each director is free to communicate directly with the Chair
- Presides at meetings of the Board at which the Chair is not present
- Chair executive sessions of the independent directors
- Provides feedback from executive sessions of the independent directors to the Chair and other senior management
- Has authority to call meetings of the independent directors, as needed
- Review with the Chair the schedule for meetings of independent directors and set agenda for such meetings, as applicable
- Provides feedback to the Chair in the preparation of Board meeting schedules and agendas
- Provides feedback to the Chair and other senior management on the quality and quantity of the information provided to the Board and the adequacy of time allocation for agenda items
- Leads the Board's annual self-assessment
- Subject to the Company's Board-approved director communications policy, makes himself or herself available for consultation and communication with stockholders as required
- Acts as a resource for, and counsel to, the Chair
- As needed, authorizes the retention of independent legal or other advisors reporting directly to the Board on Board related issues
- Performs such other duties as the Board may delegate from time to time