

**VERINT SYSTEMS INC.  
COMPENSATION COMMITTEE CHARTER**

**Dated: November 26, 2019**

**I. PURPOSE**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Verint Systems Inc. (the “Company”) has been delegated responsibility by the Board with respect to compensation of the Company’s executive officers, overseeing the aggregate compensation of the Company’s employees generally, including with respect to equity awards and other long-term incentives, making recommendations to the Board with respect to the compensation of directors, and producing an annual report on compensation that the rules and regulations of the Securities and Exchange Commission (the “SEC”) require to be included or incorporated by reference into the Company’s Annual Report on Form 10-K and proxy statement.

**II. COMMITTEE MEMBERSHIP**

The Board shall appoint a Committee of at least three members. Each member of the Committee:

- (a) shall be an “Independent Director” under the listing requirements of the NASDAQ Global Select Market, or as otherwise may be required under applicable NASDAQ rules;
- (b) shall be an “outside director” for purposes of Section 162(m) of the Internal Revenue Code; and
- (c) shall not accept, directly or indirectly, any consulting, advisory, or other compensatory fee from the Company or any subsidiary thereof. Compensatory fees shall not include: (1) fees or other compensation received as a member of the Committee, the Board, or any other Board committee or (2) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service).

In determining whether a director is eligible to serve on the Committee, the Board must consider whether the director is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director’s judgment as a member of the Committee.

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.

### III. RESPONSIBILITIES

The Committee will:

- (a) Review and approve, on an annual basis, corporate goals and objectives relevant to the compensation of the Chief Executive Officer (the “CEO”) and other executive officers.
- (b) Evaluate, at least annually, the CEO’s performance in light of such goals and objectives and determine the compensation, including salary, bonus, perquisites, benefit plans, and equity or other incentive compensation for the CEO based in part on this evaluation. The CEO may not be present during voting or deliberations by the Committee on his or her compensation.
- (c) Review and approve, on an annual basis, the compensation structure for the Company’s other executive officers, evaluate the performance of the Company’s other executive officers, and determine the annual compensation levels, including salary, bonus, perquisites, benefit plans, and equity or other incentive compensation, for such executive officers based in part on these evaluations.
- (d) Review and discuss with management the Company’s engagement with and responsiveness to the most recent stockholder advisory vote on executive compensation required by Section 12A of the Exchange Act.
- (e) 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 CEO and other executive officer levels, taking into consideration recommendations from the officers of the Company, including the CEO, or other sources.
- (f) Review the Company’s long-term incentive compensation plans and equity-based compensation plans generally and recommend changes to such plans to the Board as needed.
- (g) Recommend awards under the Company’s equity incentive plans to the Board for non-employee director awards, and approve awards under equity and other long-term incentive plans generally for all employees, including the CEO and other executive officers; provided that (i) the Committee may establish approved pools of equity or other long-term incentives to be administered by the CEO for employees other than executive officers and (ii) the Board may delegate final approval of director equity awards to the Committee based on a fixed value, fixed award level, or other formula previously approved by the Board.
- (h) Review the annual bonus pool for employees other than executive officers, to be administered by the CEO, as part of the budget process.
- (i) Review and recommend to the Board the design, adoption, amendment and modification of all long-term incentive compensation plans and equity-based plans. The Board shall be responsible for approving such plans unless they

require stockholder approval, in which case, stockholder approval shall be obtained following Board approval.

- (j) Approve such reports on compensation as are necessary for furnishing to or filing with the SEC and other government bodies, including:
  - (1) reviewing and discussing with management the Compensation Discussion and Analysis prepared by management;
  - (2) recommending, based upon that review and discussion, whether the Compensation Discussion and Analysis be included, or incorporated by reference, in the Company's Annual Report on Form 10-K and/or proxy statement; and
  - (3) preparing the Compensation Committee Report to be furnished to the SEC and included, or incorporated by reference, in the Company's Annual Report on Form 10-K and/or proxy statement.
- (k) In accordance with the Company's Corporate Governance Guidelines, the Committee will periodically review director compensation in relation to other comparable companies and in the light of such other factors as the Committee may deem appropriate. The Committee will discuss this review with the Board and make recommendations on any changes.
- (l) Obtain assistance from members of management as the Committee deems appropriate in the exercise of its authority.
- (m) At least annually, make reports and recommendations to the Board within the scope of its functions, and periodically update the Board on major items covered at each Committee meeting.
- (n) At least annually, the Committee will (a) review and reassess the adequacy of 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 process will also 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.
- (o) In consultation with senior management, establish, review, and evaluate the long-term strategy of employee compensation and the types of equity and other long- term compensation plans used by the Company. Review periodic reports from management on matters relating to the Company's compensation practices and on aggregate compensation and programs below the executive officer level.
- (p) Review and approve any policies or practices related to severance or similar termination payments proposed to be made to any current or former executive officer of the Company.
- (q) Review and approve any proposed employment agreement with, and any proposed severance or retention plans or other termination payments proposed to be made to,

any current or former executive officer, except for any such payment made in accordance with a plan or agreement previously approved by the Board or the Committee.

- (r) In consultation with appropriate officers of the Company, provide for regulatory compliance with respect to compensation matters, including overseeing any compensation programs intended to preserve tax deductibility, and, as may be required, establishing performance goals and determining whether performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
- (s) Monitor the risks associated with the Company's compensation programs and practices.
- (t) Perform any other activities delegated to the Committee by the Board or that are consistent with this Charter, the Company's By-laws, or applicable law.

#### **IV. COMMITTEE MEETINGS**

The Committee will meet in person or telephonically, either separately or in conjunction with a Board meeting, at least four times per year, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or appropriate by the Committee or the Committee chair. 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 may invite the CEO, Chair of the Board, Secretary, Chief Financial Officer, or any other officer desired by the Committee or its chair. No such person may be present during any discussions and deliberations of the Committee regarding the compensation of any such person. The Committee will cause to be kept adequate minutes of its proceedings.

#### **V. RESOURCES AND AUTHORITY**

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. In selecting, retaining or receiving the advice of a compensation consultant, legal counsel or other adviser, other than in-house legal counsel, the Committee shall first consider the following factors:

- (a) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (b) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (c) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

(d) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;

(e) Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and

(f) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

Notwithstanding the foregoing, the Committee is not required to implement or act consistently with the advice or recommendations of the compensation consultant, legal or other advisor or to affect the ability or obligation of the Committee to exercise its own judgement in fulfillment of its duties. The Committee is also not required to conduct an independence assessment for in-house legal counsel or a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (x) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; and/or (y) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

In addition, the Committee shall have the resources and authority appropriate to discharge its other duties and responsibilities, including the authority to approve the fees and other retention terms of compensation consultants, legal counsel or other advisers retained by the Committee, as it deems appropriate, without seeking approval of the Board or management. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee. The Committee may, at its discretion, also review the choice of any consultants or other advisers recommended by management for the purpose of reviewing executive compensation. 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.