

CyberArk Software Ltd.
Compensation Committee Charter

The Board of Directors (the “**Board**”) of CyberArk Software Ltd. (the “**Company**”) has constituted and established a Compensation Committee (the “**Committee**”) with the authority, responsibility and specific duties as described in this Compensation Committee Charter (this “**Charter**”).

This Charter does not derogate from nor supersede, and instead will be read in conjunction with, the terms set forth in the Compensation Policy (the “**Compensation Policy**”) as adopted or amended from time to time in accordance with the requirements set forth in the Israeli Companies Law, 5759-1999 and the regulations promulgated thereunder, as may be amended from time to time (the “**Companies Law**”). If any term of this Charter contradicts the requirements under the Companies Law relating to the Compensation Policy, or the Compensation Policy itself, then the terms of the Companies Law and the Compensation Policy will prevail.

1. Purpose

The purpose of the Committee is to:

- 1.1. Assist the Board in fulfilling its responsibilities relating to compensation of the Company’s directors, chief executive officer (CEO) and other “Office Holders” (as defined under the Companies Law).
- 1.2. Assist the Board in administering the Company’s equity incentives, consistent with the terms of the Company’s Compensation Plans and Policies (defined below) and other guidelines adopted by the Board from time to time.
- 1.3. Produce appropriate reports on executive compensation for public disclosure to the extent required under applicable securities laws and the rules and regulations promulgated by the U.S. Securities and Exchange Commission (the “**SEC**”) or as otherwise deemed advisable by the Board.

The purpose, responsibilities and other provisions specified in this Charter are meant to serve as guidelines, are subject to applicable law, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems necessary or advisable from time to time to fulfill its responsibilities. Unless otherwise prescribed in this Charter, the Articles of Association of the Company or applicable law, the rules and procedures applicable to the operation of the Board shall apply to the operation of the Committee with any necessary changes. Nothing herein is intended to expand applicable standards of liability under Israeli or U.S. federal law for directors of a corporation.

2. Membership

The Committee’s membership shall satisfy the following requirements, subject to applicable law:

- 2.1. The Committee shall have three or more members.
- 2.2. The members of the Committee shall be independent (or be subject to an applicable exception) as determined in accordance with applicable law, including Rule 10C-1(b)(1)

under the U.S. Securities Exchange Act of 1934, as amended and the NASDAQ Stock Market Rules (the “NASDAQ Rules”).

- 2.3. The Committee’s members shall be appointed by and serve at the discretion of the Board. The Committee’s members shall serve until their successors are duly designated and qualified. Any member of the Committee may be removed at any time, with or without cause, by a resolution of the Board. Any vacancy on the Committee occurring for any reason whatsoever may be filled by a resolution of the Board.
- 2.4. The Committee’s Chairperson shall be designated by the Board.

3. Meetings and Authority

The Committee shall meet at least once every fiscal quarter, or more frequently as circumstances require. The Chairperson of the Committee will preside at each meeting of the Committee and shall determine the length of such meeting and the agenda of items to be addressed at such meeting, taking into account matters proposed to be added to the agenda by other members of the Committee and the Company’s management.

The presence (in person or via telephone or other means of remote communication) of a majority of the members of the Committee shall constitute a quorum for the transaction of business at a meeting of the Committee, and the act of a majority of those present at any meeting at which there is a quorum and who are entitled to vote on the matter shall be the act of the Committee. The Committee may also act by unanimous written consent in lieu of a meeting.

The Committee may ask members of management or others to attend meetings and provide pertinent information, as necessary. Notwithstanding the foregoing, the CEO and other Office Holders shall not be present during voting or deliberations on his or her compensation. Subject to applicable law, the Committee may delegate its authority to subcommittees established from time to time by the Committee. Such subcommittees shall consist of one or more members of the Committee and shall report to the Committee.

4. Retention of Outside Advisers

The Committee shall have the power, without Board approval and at the Company’s expense (which shall be funded appropriately by the Company), to retain, oversee the work of, and subsequently terminate independent, outside legal counsel, compensation consultants and other experts and consultants to assist the Committee in connection with its responsibilities, and shall have the sole and direct authority to approve such advisers’ compensation and other retention terms.

The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration, all reasonable factors relevant to that person’s independence from the Company’s management, including the following:

- 4.1. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser.
- 4.2. 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.

- 4.3. 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.
- 4.4. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee.
- 4.5. Any ordinary shares of the Company owned by the compensation consultant, legal counsel or other adviser.
- 4.6. 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.

However, none of the above criteria need be considered by the Committee in retaining an adviser which only (i) consults 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 of the Company; or (ii) provides information that either is not customized for the Company or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

For the avoidance of doubt, a compensation consultant, legal counsel or other adviser is not required to be independent, only that the Committee consider the foregoing factors before selecting, or receiving advice from, such adviser. The Committee may select, or receive advice from, any adviser it prefers, including ones that are not independent, after considering the foregoing.

The assistance and advice of the compensation consultant, independent legal counsel or other adviser to the Committee shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee, and the Committee shall not be required to implement or act consistently with the advice or recommendations of such advisor.

5. Duties and Responsibilities

The Committee shall have the power and authority of the Board to perform the duties and to fulfill the responsibilities detailed below. The Committee's approval of any matter below shall not derogate from the requirements of the Companies Law pursuant to which approval of the Board and, in certain cases, the Company's shareholders, is required for certain acts or transactions, and under such circumstances the Committee's approval shall constitute only a recommendation to any such body.

- 5.1. Recommend to the Board the Compensation Policy of the Company, and subsequently review from time to time and recommend to the Board for determination any other compensation-related policies, incentive-based compensation plans and equity-based compensation plans and policies of the Company, as applicable (collectively with the Compensation Policy, the "**Compensation Plans and Policies**"), and, with respect to the CEO and other Office Holders taking into account the Compensation Policy, with a view to rewarding management appropriately for its contributions to the Company's growth and profitability, discouraging excessive risk-taking by management, and aligning the Company's Compensation Plans and Policies with its objectives and shareholders' interests.
- 5.2. Administer the Company's equity-based compensation plans, including without

limitation, approve (and recommend that the Company's shareholders approve, if required by law), the adoption of such plans, reserve ordinary shares of the Company for issuance thereunder, amend and interpret such plans and the awards and agreements issued pursuant thereto, and approve awards to eligible persons under such plans and determine the terms of such awards.

- 5.3. Oversee the development and implementation of the Compensation Plans and Policies in light of all relevant circumstances and recommend to the Board any amendments or modifications to the Compensation Plans and Policies that the Committee deems appropriate.
- 5.4. Recommend periodic updates to the Compensation Plans and Policies and whether the Company's then-current Compensation Policy should continue in effect (approval of either a new Compensation Policy or the continuation of an existing Compensation Policy must in any case occur as often is required by the Companies Law).
- 5.5. Review and recommend the terms of office and engagement of the CEO and other Office Holders, based on the considerations set forth in the Compensation Policy.
- 5.6. Review and approve corporate and strategic goals and objectives relevant to the compensation of the CEO and other officers, consistent with and to the extent required by the then-effective Compensation Policy, evaluate the performance of the CEO and other officers in light of such goals and objectives, and determine the compensation of the CEO and other officers based on such evaluation.
- 5.7. Review and, subject to applicable law, recommend for Board approval, the grant of equity-based awards (each, an "**Award**") pursuant to the Company's equity incentive plans (collectively, the "**Plans**"), and consistent with the Company's Compensation Plans and Policies, and, subject to applicable law, administering the Plans. The Committee may make recommendations to the Board with respect to the Plans, including reserving additional shares for issuance thereunder.
- 5.8. Determine whether to approve transactions with Office Holders that include employment or retention terms that require approval under Sections 272, 273 or 275 of the Companies Law.
- 5.9. Determine whether to exempt from the requirement of shareholder approval the terms of employment and compensation of a prospective CEO of the Company if the required conditions therefor are met under Section 272(c1)(3) of the Companies Law.
- 5.10. Oversee compliance with the compensation reporting requirements of the SEC and the Companies Law to the extent applicable or to the extent the Committee determines that disclosures are desirable even if not required.
- 5.11. Review, periodically evaluate and make recommendations to the Board regarding the compensation and benefits for the Company's non-employee directors, taking into account the Compensation Policy.
- 5.12. If the Committee deems advisable, develop and recommend for Board approval a share ownership policy for directors and executive officers.
- 5.13. Perform such other activities and functions as are required by applicable law, stock exchange rules or provisions in the Company's Articles of Association, Compensation

Plans and Policies and this Charter, or as are otherwise necessary and advisable, in its or the Board's discretion, for the efficient discharge of its duties.

6. **Reporting**

The Committee will apprise the Board regularly of its decisions and recommendations and of significant developments in the course of performing the above responsibilities and duties.

7. **Review**

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. In addition, the Committee shall periodically review its own performance.

8. **Minutes**

The Committee will maintain written minutes of its meetings.

9. **Interpretation; Definitions**

To the extent (a) any of the provisions included herein is a description or summary of any applicable law or is intended to recite the provisions of any applicable law, or (b) the Company becomes subject to any additional provisions of the Companies Law or any other applicable law that are applicable to the Committee (including if the Company is no longer exempt from the requirement to appoint external directors under the Companies Law), then in the event of any inconsistency, contradiction or any other conflict between the provisions herein and the provisions of such applicable law, the provisions of such applicable law shall prevail and supersede and shall be deemed to constitute an integral part of this Charter (and the Company will take all action necessary to amend such provisions as necessary to comply with all such applicable laws). In the event that any such provision of applicable law is amended to include any relief or exclusion, then, such relief and exclusions shall be deemed to constitute an integral part of this Charter, whether or not such conflict, inconsistency or contradiction arises.

Any references to any law, statute or regulation are to it as amended, supplemented or restated, from time to time (and, in the case of any law, to any successor provisions or re-enactment or modification thereof being in force at the time); any reference to "law" shall include any supranational, national, federal, state, local, or foreign statute or law and all rules and regulations promulgated thereunder (including, any rules, regulations or forms prescribed by any governmental authority or securities exchange commission or authority); and any reference to "law" shall be read subject to the Company's Articles of Association, as amended from time to time.

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Last amended: October 24, 2018