

CyberArk Software Ltd.
Nominating and Corporate Governance Committee Charter

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

1. Purpose

The purpose of the Committee is to:

- (a) support and advise the Board in selecting individuals who are best able to fulfill the responsibilities of a director of the Company; and
- (b) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, including requirements applicable to all members of the Board and criteria for the selection of new members of the Board.

The purpose, responsibilities and other provisions specified in this Charter are meant to serve as guidelines, 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 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:

- The Committee shall have three or more members.
- The members of the Committee shall be independent (or be subject to an applicable exception) as determined in accordance with the NASDAQ Stock Market Rules (the “**Nasdaq Rules**”).
- If either (i) the Company has a Controlling Shareholder (as such term is defined under the Companies Law) or (ii) the composition of the Board, its Compensation Committee and its Audit Committee is not in compliance with the Nasdaq Rules, and in each such case the Company is therefore not permitted to opt out of the requirement to appoint at least two external directors under the Companies Law, then at least one of such external directors shall be a member of the Committee.

Subject to applicable law (i) the Committee’s members shall be appointed by and serve at the discretion of the Board, (ii) the Committee’s members shall serve until their successors are duly designated and qualified, (iii) any member of the Committee may be removed at any time,

with or without cause, by a resolution of the Board, and (iv) any vacancy on the Committee occurring for any reason whatsoever may be filled by a resolution of the Board.

The Committee's Chairperson shall be designated by the Board.

3. **Meetings and Authority**

The Committee shall meet as circumstances require. The Chairperson of the Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee then present, shall determine the length of such meeting and the agenda of items to be addressed at such meeting. 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.

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 outside legal counsel 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.

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 or the Board and shall report to the Committee.

4. **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 Israeli Companies Law 5759-1999 pursuant to which approval of the Board, its Audit or Compensation Committees or 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.

Nominating Matters

- 4.1. Develop and make recommendations to the Board regarding criteria for selecting new directors.
- 4.2. Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates for director.
- 4.3. Review and recommend to the Board nominees for election as directors of the Company, including nominees recommended by shareholders of the Company, and consider the performance of incumbent directors whose terms are expiring to determine whether to

nominate them to stand for reelection.

- 4.4. Identify, evaluate and recommend to the Board nominees to fill any vacancies or newly created directorships.
- 4.5. Recommend to the Board nominees who shall be appointed to serve on the committees of the Board subject to applicable law.
- 4.6. Establish procedures for, and administer annual performance evaluations of the Board, and its committees by their members, which will also include an annual performance review of this Committee by its members.
- 4.7. Evaluate and recommend to the Board the termination of membership of individual directors for cause or other appropriate reasons (including, without limitation, as a result of changes in directors' employment or employment status).
- 4.8. Periodically review, evaluate and make recommendations regarding management succession and development

Corporate Governance

- 4.9. Develop and recommend to the Board corporate governance guidelines for the Company satisfying the requirements of applicable law and any other applicable requirements.
- 4.10. Review and make recommendations to the Board regarding:
 - Board member qualifications, composition and structure, including without limitation: the term of office for directors; retirement policies for non-employee directors (subject to the Company's compensation policy); the ratio of employee and non-employee directors; the size of the Board; and the format and frequency of Board meetings;
 - the nature and duties of Board committees and qualifications of committee members, including without limitation: evaluating the different duties and powers of Board committees; and the size and composition of the Board committees;
 - the need for and the role of the lead independent director; and
 - other corporate governance matters as the Committee shall see fit.

General

- 4.11. Perform such other activities and functions as are required by applicable law, stock exchange rules or provisions in the Company's Articles of Association and this Charter, or as are otherwise necessary and advisable, in its or the Board's discretion, for the efficient discharge of its duties.

5. 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.

6. **Review**

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

7. **Minutes**

The Committee will maintain written minutes of its meetings.

8. **Interpretation; Definitions**

To the extent 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, then in the event of any inconsistency, contradiction or any other conflict between the provisions herein and the provisions of such applicable law, then the provisions of such applicable law shall prevail and supersede and shall be deemed to constitute an integral part of this Charter. 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