

Check Point Software Technologies Ltd.

Audit Committee Charter

PURPOSE OF THE AUDIT COMMITTEE

The purpose of the Audit Committee of the Board of Directors of Check Point Software Technologies Ltd. is to (i) oversee and monitor the Company's financial reporting process and systems of internal controls regarding finance and accounting on behalf of the Board of Directors, (ii) reveal improprieties in the management of the Company, in consultation with the Company's internal auditor and independent auditors, and (iii) review and pass upon those transactions for which audit committee approval is required pursuant to Israel's Companies Law.

RESPONSIBILITIES OF THE AUDIT COMMITTEE

The Board of Directors recognizes that the Company's management is responsible for preparing the Company's financial statements and that independent auditors are responsible for auditing those financial statements. In fulfilling these responsibilities, management and the independent auditors are ultimately accountable to the Audit Committee and the Board of Directors.

Nothing in this Charter should be construed to imply that the Audit Committee is required to provide or does provide any assurance or certification as to the Company's financial statements or as to its compliance with laws, rules or regulations. In order to fulfill its oversight responsibility, the Audit Committee must be capable of conducting free and open discussions with management, internal and independent auditors, employees and others regarding the quality and integrity of the financial statements and the system of internal controls.

The specific duties of the Audit Committee shall be as follows:

Independent Auditors

1. Appoint an independent accountant to audit the financial statements of the Company or to perform other audit, review or attest services for the Company, and terminate the engagement of the independent auditors, subject to the ratification and approval by the Company's shareholders to such appointment or termination, in each case, to the extent required by Israeli laws; review and approve in advance the fees and terms of all audit services and all non-audit services permitted under Israeli laws and regulations, U.S. securities laws and regulations and the regulations of the Relevant Listing Authority (as hereinafter defined), after such authority is delegated to the Audit Committee by the Board of Directors and subject to the ratification and approval by the Company's shareholders of such compensation, to the extent required by Israeli laws . Approval of audit and permitted non-audit services may also be made by one or more members of the Audit Committee as shall be designated by the Audit Committee or the

chair of the Audit Committee and the member or members granting such approval shall report such approval to the Audit Committee at the next scheduled meeting.

2. Ensure the auditors' independence by:

(i) ensuring that the auditors at least annually submit to the Audit Committee a formal written statement delineating all relationships between the auditors and the Company;

(ii) actively engaging in a dialogue with the auditors with respect to any disclosed relationships or services that may impact their objectivity and independence, including under U.S. securities laws and regulations and the matters required by Independence Standards Board Standard No. 1 Independence Discussions with Audit Committees (as it may be modified or supplemented);

(iii) reviewing any relationships between the auditors and the Company, or any other relationship, that may adversely affect independence; and

(iv) evaluating with the assistance of the Company's management the qualifications, performance and independence of the independent auditor, including the lead partner of the independent auditor.

3. Annually require the auditors to confirm in writing their understanding of the fact that they are accountable to the Audit Committee.

4. Annually review the auditors' proposed audit plan and approach, as well as staffing and timing of the audit and related matters.

5. Obtain from management, review and approve, a description of issues and responses whenever a second opinion is proposed by management to be sought from another outside accountant.

Financial Statements

6. Conduct a post-audit, pre-issuance review of the Company's annual financial statements, any judgments or reporting issues in connection therewith, the independent auditors' opinion thereon, and any significant difficulties or disagreements between the independent auditors and management in connection with the Company's financial statements. Review the Company's critical accounting policies and any changes thereto.

7. Discuss the annual financial statements with the appropriate officers and/or employees of the Company and with the independent auditors, and discuss with the auditors the matters required to be discussed by relevant auditing standards, including the quality, and not just the acceptability, of the critical accounting policies and underlying estimates used in the financial statements. Consider the impact of acceptable alternative accounting principles that are communicated by the independent auditor, internal auditors

or the Company's management. Resolve any disagreements between the independent auditors and management of the Company.

8. If the Audit Committee finds the annual financial statements acceptable, recommend to the Board of Directors that they be included in the Company's annual report on Form 20-F.

9. Prepare a report to the shareholders of the Company in each proxy statement, to the extent required by applicable law, the rules and regulations of the Securities and Exchange Commission (the "Commission") or any Relevant Listing Authority (as hereinafter defined).

10. Review with the Company's management and the independent auditors the quarterly earnings releases and the schedule of unrecorded adjustments to the Company's financial statements and the reasons underlying the Company's assessment of the immateriality of such adjustments.

11. With regard to any public filings, releases or reports that include financial statements or data, the Chairman of the Audit Committee and/or any member or members of the Audit Committee whom he or she designates, shall review with management and the independent auditor the financial statements or data to be included in such filing, release or report prior to filing or release thereof.

Internal Accounting and Control Functions

12. Review the adequacy of the Company's system of internal accounting and financial controls.

13. At least annually review the quality of internal accounting and financial controls, the independent auditors' report or opinion thereon and any recommendations the independent auditors may have for improving or changing the Company's internal controls, as well as management's letter in response thereto and any other matters required to be discussed under Statement of Auditing Standards No. 61 (as it may be modified or supplemented).

14. Review the Company's major financial risk exposures and the steps management has taken and proposes to take to monitor and control such exposures.

15. Establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

15A. Appoint/recommend to the Board of Directors for appointment and evaluate, in consultation with executive management, the Company's internal auditor.

15B. Review and approve the budgets and staffing for the internal auditor and staff.

15C. Annually review the results of the internal auditor's reviews and audits.

15D. Review proposed future internal audit plans.

General

16. Annually review the Audit Committee Charter, and any provisions of the Company's articles of association, which refer to the Audit Committee, and propose to the Board of Directors necessary or appropriate revisions.

17. Prior to the beginning of each fiscal year, the Chairman shall draft a proposed schedule of the Audit Committee's activities for the coming year, and the times at which such activities shall occur, including preliminary agendas for each proposed meeting of the Audit Committee, which shall be submitted to the Audit Committee for its review and approval, with such changes as the Audit Committee shall determine to be appropriate.

18. Engage independent counsel and other advisors as the Audit Committee determines necessary to carry out its duties. The Company shall provide appropriate funding to the Committee to pay the independent auditors and any advisors employed by the Audit Committee, as well as ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

Reporting Responsibilities

19. Periodically report its activities, concerns, conclusions and recommendations to the Board of Directors.

AUTHORITY

20. The Audit Committee and each of its members may communicate directly and/or privately with the Company's directors, officers, employees, consultants, agents, internal auditors, independent auditors, counsel (including inside and outside counsel) and advisors, and any and all third parties in the performance of the Audit Committee's functions.

21. The Audit Committee may cause an investigation to be made into any matter within the scope of its responsibilities under this Charter, as the Audit Committee deems necessary, or as otherwise requested by the Board or Directors. The Audit Committee may require Company personnel to assist in any such investigation.

COMMITTEE MEMBERSHIP

22. The membership of the Audit Committee shall consist of three or more directors each of whom shall:

- (i) have been appointed by the Board of Directors;
- (ii) be free of any relationship to the Company which, in the opinion of the Board of Directors, may interfere with the exercise of independence from management and the Company or could influence his or her judgment as a member of the Audit Committee;
- (iii) otherwise meet the requirements of independence prescribed by Israeli law, United States securities laws and regulations or the rules and regulations of The Nasdaq Stock Market or any other market on or through which the Company's securities may be traded (the "Relevant Listing Authority"), as such rules may be amended from time to time; and
- (iv) be or shall become (within a reasonable period of time after his or her appointment to the Committee) "financially literate," as such qualification is interpreted by the Board of Directors in its discretion (subject to any requirements prescribed by Israeli law, United States securities laws, the rules and regulations of the Commission or the rules and regulations of the Relevant Listing Authority).

In addition, at least one member of the Audit Committee shall be a financial expert, as such qualification is determined by the Board of Directors in its discretion (subject to any requirements prescribed by Israeli law, United States securities laws, the rules and regulations of the Commission or the rules and regulations of the Relevant Listing Authority).

23. The Board of Directors reserves all authority permitted under Israeli law, United States securities laws, the rules and regulations of the Commission, and the rules and regulations of the Relevant Listing Authority in connection with any matter referred to in this Charter, including but not limited to the determination of independence of Audit Committee members.

MEETINGS

24. The Audit Committee shall meet as often as necessary to fulfill its functions as determined by the Committee, but not less than once during each calendar quarter.