

**CHECK POINT SOFTWARE TECHNOLOGIES LTD.
CHARTER OF THE NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS**

PURPOSE

The purpose of the Nominating Committee (the “Committee”) shall be to ensure that the Board of Directors (the “Board”) is properly constituted to meet its fiduciary obligations to shareholders and the Company.

To carry out these purposes, the Committee shall: (i) seek and recommend to the Board nomination of qualified candidates for election to the Board; (ii) oversee an annual evaluation of the Board and its committees; and (iii) recommend to the Board of Directors the directors that shall serve on each committee of the Board. In addition, the Committee will seek qualified candidates to fill vacancies on the Board, if any, after consultation with and subject to appointment by the Board.

COMMITTEE COMPOSITION

The Committee shall be comprised of not less than three directors, each of whom shall be an “independent director” as required by the rules of The Nasdaq Stock Market, Inc. (“Nasdaq”), and at least one of whom shall also be an outside director in accordance with Israeli law. Each Committee member shall be subject to annual reconfirmation and may be removed by the Board at any time by a majority vote.

RESPONSIBILITIES AND AUTHORITY

Composition of Board and Selection of Directors

- The Committee shall evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- The Committee shall determine annually desired board qualifications, expertise and characteristics and conduct searches, as needed, for candidates with corresponding attributes.
- The Committee shall evaluate and propose nominees for election to the Board of Directors, where such recommended nominees will be subject to approval by the Board of Directors (including approval by at least a majority of the “independent” directors on the Board (as defined by the Nasdaq rules)).

- The Committee shall evaluate and make recommendations to the Board concerning the appointment of directors to Board committees, the selection of Board committee chairs, and proposal of the Board slate for election.
- The Committee shall evaluate and recommend termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.

Shareholder Nominees

- The Committee shall determine and implement a policy regarding the acceptance and review of director candidates who are recommended by shareholders of the Company, and shall consider such candidates for nomination to the Board.

Performance and Long-Term Planning

- The Committee shall oversee the Board's performance evaluation process, including conducting surveys of director observations, suggestions and preferences.
- The Committee shall annually review and evaluate its own performance with respect to its purposes and the duties set forth in this Charter, which evaluation shall be reported to the Board.
- The Committee shall conduct an annual review on succession planning, report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to executive management positions.

Administrative Matters

- The Committee shall make regular reports to the Board.
- In performing its responsibilities, the Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors, at the expense of the Company and not the members of the Committee.

- The Committee may form and delegate authority to subcommittees when appropriate.

These responsibilities are set forth as a guide to the Committee and shall be supplemented from time to time as appropriate, to the extent permitted by applicable law or listing standards.

MEETINGS

Meetings of the Committee will be held quarterly to evaluate and make recommendations to the Board regarding qualified candidates to be nominated by the Board for election to the Board at the Annual General Meeting of Shareholders. Other meetings of the Committee will be held, from time to time, as the members of the Committee or Board determine are appropriate.

The procedures with respect to calling, noticing and holding meetings of the Committee and conducting business of the Committee shall be the same as those provided in the Company's charter documents with respect to calling, noticing and holding meetings of the Board and taking action by the Board.

REPORTS

The Committee may provide summaries of its recommendations to the Board in written or oral form. The Committee's recommendations will be incorporated as part of the minutes of the Board meeting at which those recommendations are presented.

MINUTES

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.