Corporate Governance Guidelines

POLICY OVERVIEW

The Board of Directors of Check Point Software Technologies Ltd. ("**Check Point**") has adopted the following Corporate Governance Guidelines to assist the Board in carrying out its responsibilities and serving the interests of the Company and its shareholders in a manner that is consistent with the Board's fiduciary duties.

THE BOARD

Role. The Board's principal duty is to exercise its powers in accordance with its fiduciary duties to the company and in a manner that it reasonably believes is in Check Point's best interests.

To satisfy this responsibility, the Board expects its members to take a proactive approach to their duties and functions while actively monitoring corporate management. Accordingly, the directors provide oversight in the formulation of the long-term strategic, financial and organizational goals of Check Point and of the plans designed to achieve those goals.

The directors will also be entitled to be covered by reasonable directors' and officers' liability insurance purchased by Check Point on their behalf, which shall include the benefits of indemnification to the fullest extent permitted by law and any indemnification agreements, and shall also be entitled to exculpation as provided by law.

Size. Under our Articles of Association, the number of directors on our Board is to be no less than six and no more than twelve. The NSCG Committee of the Board (the "**NSCG Committee**") periodically reviews the size of the Board to ensure that the current number of directors in in compliance with the applicable Israeli law and NASDAQ requirements and reflects a diverse range of professional expertise to most effectively support Check Point. Check Point's Board of Directors currently consists of nine members.

Composition. There will, at all times, be a majority of independent directors on the Board. No director will be considered "independent" unless the Board affirmatively determines that the director meets the independence requirements of the rules of NASDAQ. In making these determinations, the Board will broadly consider all relevant facts and circumstances, including information provided by the directors and the company with regard to each director's business and personal activities as they may relate to Check Point and its management. Seven of the nine members of Check Point's Board of Directors are independent directors.

Outside Directors. In accordance with the Israel Companies Law (the "***Companies Law***") and the relevant regulations, we must have at least two outside directors who meet the Israeli statutory requirements of independence. At least one of the outside directors is required to have "financial and accounting expertise" and the other outside director or directors are required to have "professional expertise," all as defined under the Companies Law. Three outside directors currently serve on Check Point's Board of Directors.

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All of the outside directors serve on the company's audit committee and compensation committee (the "**Audit Committee**" and the "**Compensation Committee**", respectively) (including one outside director serving as the chair of the audit committee and the compensation committee), and at least one outside director must serve on each other committee of the Board if such committee is executing functions prescribed by law to the Board.

Pursuant to the Israeli Companies Law Regulations, as an Israeli company traded on NASDAQ, that does not have a "controlling shareholder" (as defined in the Companies Law) and that complies with the applicable NASDAQ independent director requirements and the NASDAQ Audit Committee and Compensation Committee composition, Check Point may elect not to appoint Outside Directors to its Board of Directors and not to comply with the Audit Committee and Compensation Committee composition and chairman requirements of the Companies Law. To date, Check Point has not elected to adopt such relief.

Lead Independent Director. The Board may elect form time to time to appoint a lead independent director (the "***Lead Independent Director***"). The Lead Independent Director will be responsible for calling separate meetings of the independent directors, determining the agenda and serving as chairperson of meetings of independent directors, reporting to the Chairman of the Board regarding feedback from executive sessions, serving as spokesperson for Check Point as requested and performing such other responsibilities that may be designated by a majority of the independent directors from time to time. Check Point's Board of Directors has appointed an independent and outside director to serve as its Lead Independent Director.

Executive Sessions. All independent directors meet in executive sessions without management directors or management present on a periodic basis but no less than twice a year.

Director Qualifications. The Nominating, Sustainability and Corporate Governance Committee (the "**NSCG Committee**") is responsible for periodically reviewing and assessing with the Board desired qualifications, expertise and characteristics of Board members. While the Board has not established specific minimum qualifications for Board members, the Board believes that the assessment of director qualifications may include numerous factors, such as character, professional ethics and integrity, judgment, business acumen, proven achievement and competence in one's field, the ability to exercise sound business judgment, tenure on the Board and skills that are complementary to the Board, an understanding of Check Point's business, an understanding of the responsibilities that are required of a member of the Board, other time commitments, diversity with respect to professional background, education, race, ethnicity, gender, age and geography, as well as other individual qualities and attributes that contribute to the mix of viewpoints and experience represented on the Board.

The NSCG Committee and the Board evaluate each director in the context of the membership of the Board as a group, with the objective of maintaining a Board that can best perpetuate the success of the business and represent shareholder interests through the exercise of sound judgment using its diversity of backgrounds and experiences in various areas. In determining whether to recommend a director for re-election, the NSCG Committee also considers the director's past attendance at meetings, participation in and contributions to the activities of the Board and the Company and other qualifications and characteristics set forth in the charter of the NSCG Committee.

The priorities and emphasis of the NSCG Committee and of the Board with regard to these factors may change from time to time to take into account changes in Check Point's business and other trends, as well as the portfolio of skills and experience of current and prospective Board members.

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Changes in Employment. Each director must ensure that other existing and anticipated future commitments do not materially interfere with his or her service as a director.

Limitation on Other Board Service. Directors should advise the NSCG Committee of any invitations to join the board of directors of any other public company or changes to their committee membership prior to accepting the directorship or committee membership. The NSCG Committee will review the appropriateness of the continued service of a director who changes the role, position or areas of responsibility that he or she held when he or she was elected to the Board.

Service on other boards or committees should be consistent with the conflict of interest policies set forth below.

Policies and Procedures for Director Candidates. In accordance with the Articles, at each annual general meeting of the shareholders, the Board will nominate directors for election by the shareholders (with the exception of the outside directors who are nominated for three year terms in accordance with the mandatory term requirements of the Companies Law). In accordance with the Articles, the Board will also be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual general meetings of the shareholders. The NSCG Committee is responsible for identifying and screening candidates for Board membership, and recommending candidates to the entire Board for Board membership. After the NSCG Committee makes its recommendations, the Board will have final authority on determining the selection of those director candidates for nomination to the Board.

In its evaluation of director candidates, including the members of the Board eligible for re-election, the NSCG Committee will consider the following: the current size and composition of the Board and the needs of the Board and the respective committees of the Board; the director's criteria; and other factors that the NSCG Committee may consider appropriate.

If the NSCG Committee determines that an additional or replacement director is required, the NSCG Committee may take such measures that it considers appropriate in connection with its evaluation of a director candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the NSCG Committee, the Board or management. The NSCG Committee may propose to the Board a candidate recommended or suggested for nomination by a shareholder as a nominee for election to the Board.

The NSCG Committee considers recommendations and nominations for candidates to the Board from shareholders so long as such recommendations and nominations comply with the Articles, all applicable company policies and all applicable laws, rules and regulations, and in the same manner as candidates recommended to the NSCG Committee from other sources.

Directors' Tenure Policy. Any director may resign at any time, by giving notice in writing to the Chairperson of the Board or the Secretary of the Company.

In addition, the Board believes that it is in the best interests of the company that any management director whose employment at the company terminates for any reason and any director who has a change of employer or primary occupation, or whose occupational responsibilities are substantially changed from when the director was elected to the Board, shall submit an undated offer of resignation to the Chairman of the Board.

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Term Limits. Term limits may result in the loss of long-serving directors who over time have developed unique and valuable insights into Check Point's business and therefore can provide a significant contribution to the Board. Because each director is periodically subject to election by the shareholders, the Board does not believe it is in the best interests of the Company to establish term limits.

Compensation. In accordance with the Companies Law, the compensation of directors will be approved by the shareholders and the Board with the assistance of the Compensation Committee. The Board with the assistance of the Compensation Committee shall review the competitiveness of the director compensation. This review will take into account such factors as determined to be relevant, including so as to comply with the Companies Law. This review may be conducted with the assistance of outside compensation advisors. Following this review, the Compensation Committee may recommend any changes in director compensation to the Board, and any recommended change in director compensation will be subject to approval by the Board and the shareholders.

Conflicts of Interest. Directors are expected to avoid any action, position or interest that conflicts with the interests of Check Point or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director will report all facts regarding the matter to the Chair of the NSCG Committee or if such director is the Chair of the NSCG Committee, then to the other members of the NSCG Committee. If a director has a personal interest in a matter before the Board, the director must disclose the interest to the Board and excuse himself or herself from discussion of the matter and abstain from voting on the matter.

The Audit Committee will periodically review and approve the Code of Business Conduct and Ethics, which is applicable to the directors, officers, employees, contractors, consultants and agents. The Audit Committee will report material related party transactions to the entire Board and review and approve the Company's procedures for handling complaints regarding accounting or auditing matters.

Interaction with the Press and Other Third Parties. The Board believes that management speaks for the company. Each director should refer all inquiries from the press or other third parties regarding Check Point's operations to management. Individual Board members may, from time to time, at the request of management, meet or otherwise communicate with various constituencies that are involved with Check Point. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board or the Lead Independent Director.

Access, Resources and Reliance on Information. The Board and its directors shall at all times have direct, independent and confidential access to the executive officers, management and personnel to carry out the Board's purposes and fulfill its duties. The Board is authorized to obtain, at Check Point's expense, data, advice, consultation and documentation as the Board considers appropriate and to retain consultants, independent counsel or other advisers to advise or assist the Board in the performance of any of its responsibilities and duties or for any other matter related to the Board's purposes.

A director is entitled when carrying out his or her duties to rely in good faith on reports or other information provided by management, its independent auditors, legal counsel or other advisors as to matters the member reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of Check Point.

Nothing in these guidelines is intended to preclude or impair the protection provided under applicable law for good faith reliance by directors on reports, advice or other information provided by others

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(including reports, advice or other information provided by management, legal counsel, consultants, independent auditors or independent professional advisers retained by the Board).

Annual Self-Evaluation. The NSCG Committee will oversee an annual self-evaluation by the Board, each committee of the Board and each director. The NSCG Committee will be responsible for establishing the evaluation criteria and implementing the process for this evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The NSCG Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and for current directors seeking re-election in an effort to further the interests of the Company and its shareholders in a manner consistent with Check Point's mission and core values.

Director Orientation and Continuing Education. The Board and the company are committed to ensuring that all directors receive orientation and continuing education. The NSCG Committee oversees the director orientation and continuing education programs.

BOARD MEETINGS; INVOLVEMENT OF SENIOR MANAGEMENT

Board Meeting Attendance. The Board will meet on a periodic basis, in person or by teleconference, at such times and places as the Board determines. Each director is free to suggest items for inclusion on the agenda. Directors are expected to attend each meeting (and, in no event, fewer than 75% of the meetings), to invest the time and effort necessary to understand Check Point's business and financial strategies and challenges. The basic duties of the directors include being prepared for and attending Board meetings and actively participating in Board discussions. Directors are also expected to make themselves available outside of Board meetings for advice and consultation. A director who is unable to attend a Board or committee meeting should notify the Chairman of the Board or the Lead Independent Director or the committee Chair, as applicable, and the CEO in advance of the meeting.

Attendance of Non-Directors. The Board encourages invitations to management and outside advisors or consultants from time to time to participate in Board or committee meetings to (a) make presentations and provide insight into items being discussed by the Board that involve the invitee and (b) bring managers with high potential into contact with the Board. Attendance of any non-directors at Board meetings is at the discretion of the Board.

Advance Receipt of Meeting Materials. Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for review of the agenda and materials. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting. Directors are also encouraged to submit requests to the Chairman or the Lead Independent Director to include additional agenda items for discussion, or for additional Board materials to be circulated in advance of meetings. The Chairman or the Lead Independent Director shall determine the scope of material to be provided to the directors in advance of Board meetings.

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In addition, the Board encourages management to be present at Board meetings in order to provide the Board with additional insight into different company matters, with focus on key and promising management of all levels.

Confidentiality of Information. The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

COMMITTEE MATTERS

Number, Names, Responsibilities and Independence of Committees. The Board currently has three standing committees: Audit Committee, Compensation Committee and NSCG Committee. Each of the Audit Committee, Compensation Committee and NSCG Committee is composed of independent directors in accordance with applicable SEC rules, NASDAQ rules and the Companies Law. From time to time, the Board may form or disband an ad hoc or standing Board committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the Articles, the Companies Law and the committee's charter.

Assignment and Rotation of Committee Members. Based on the recommendation of the NSCG Committee, the Board appoints committee members and committee chairpersons in accordance with criteria set forth in the applicable committee charter and other criteria that the Board determines to be relevant to the responsibilities of each committee, in accordance with applicable laws, rules and regulations. Committee membership and the position of committee chairpersons will not be rotated on a mandatory or regular basis unless the Board determines that rotation is in the best interest of the Company.

Frequency of Committee Meetings and Agendas. The committee chairpersons and appropriate members of management, in accordance with the committee's charter and, as appropriate, in consultation with the committee members, will determine the frequency and length of the committee meetings and establish the meeting agendas. Committee chairpersons will summarize committee discussions and actions with the entire Board.

Committee Charters. Each standing Board committee will have a charter that sets forth the purpose, membership requirements, authority and responsibilities of the committee. Each committee will annually review its charter and recommend to the Board any changes it deems necessary.

Delegation of Powers. The Board may, subject to the provisions of the Companies Law, delegate any or all of its powers to a Board committee, and it may from time to time revoke such delegation or alter the composition of any such committee. Unless otherwise expressly provided by the Board in delegating powers to a Board committee, such committee shall not be empowered to further delegate such powers.

Annual Review of Chief Executive Officer. The Compensation Committee will conduct a review at least annually of the performance of the CEO and each officer reporting to the CEO.

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STOCK OWNERSHIP GUIDELINES

Check Point believes that stock ownership by executives and non-employee directors aligns their interests with the interests of the Company's shareholders. Accordingly, Check Point has adopted appropriate guidelines to fulfill this objective, which are presented annually in the proxy statement for the annual general meeting of shareholders.

INTERPRETATION AND AMENDMENTS

These Guidelines shall be interpreted and construed in the context of all applicable laws, rules and regulations and the Articles and other corporate governance policies of the company.

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