

CHECK POINT SOFTWARE TECHN

MEETING DATE	Tue, 10 Aug 2021 17:00	TYPE	AGM	ISSUE DATE	Fri, 30 Jul 2021
MEETING LOCATION	Check Point Software Technologies Ltd., 5 Ha'solelim St., Tel Aviv, Israel.				
CURRENT INDICES	PIRC Global				
SECTOR	Computer integrated systems design				
FYE	31 Dec 2020				

PROPOSALS		ADVICE
1.a Elect Gil Shwed - Chief Executive	Chief Executive.	For
1.b Elect Jerry Ungerman - Chair (Non Executive)	Non Executive Chair. Not considered independent as Mr Ungerman was previously the President and an executive Vice President of the company. He has also served on the Board for more than twelve years. It is considered that the Chair of the Board should be independent from the company. Triodos opposes this resolution.	Oppose
1.c Elect Rupal Hollenbeck - Non-Executive Director	Independent Non-Executive Director. Triodos supports this resolution.	For
1.d Elect Tal Shavit - Non-Executive Director	Non-Executive Director. Not considered independent owing to a tenure of over twelve years. There is insufficient independent representation on the Board. Triodos opposes this resolution.	Oppose
1.e Elect Eyal Waldman - Non-Executive Director	Independent Non-Executive Director. Triodos supports this resolution.	For
1.f Elect Shai Weiss - Non-Executive Director	Independent Non-Executive Director and chair of the nomination committee. The individual attendance record at board and committee meetings is not disclosed. This prevents shareholders from making an informed assessment on the fulfilment of fiduciary duties and the time that directors commit to the company. However, all directors have attended at least 75 per cent of the meetings to which they were entitled to attend during the year under review. Triodos supports this resolution.	For
2.a Reelect Yoav Chelouche as External Director	Non-Executive Director, Chair of the Audit Committee. Not considered independent owing to a tenure of more than twelve years. This director is a non independent member of a committee which is less than 50 per cent independent. Triodos opposes this resolution.	Oppose
2.b Elect Guy Gecht - Senior Independent Director	Senior Independent Director. Not considered independent owing to a tenure of more than twelve years. It is considered that the senior independent director should be considered independent, irrespective of the level of independence of the Board. Triodos opposes this resolution.	Oppose
3 Board Proposal to Determine the Size of the Board	It is proposed to set the size of the Board to nine directors. No serious governance concerns identified, support recommended.	For

4 Reappoint Kost, Forer, Gabbay & Kasierer as Auditors and Authorize Board to Fix Their Remuneration **Oppose**

EY proposed. Non-audit fees represented 25.00% of audit fees during the year under review and 33.33% on a three-year aggregate basis. This level of non-audit fees raises some concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Triodos opposes this resolution.

5 Approve the Remuneration Report for the CEO **Oppose**

It is proposed to approve the implementation of the remuneration policy for the CEO. There are concerns regarding excess as the total variable remuneration exceeded 200% of the salary. In addition, the company has not fully disclosed quantified targets against which the achievements and the corresponding variable remuneration has been calculated. Although a common practice in this market as this is deemed to be sensitive information, it prevents an accurate assessment and may lead to overpayment against underperformance. Furthermore, there are no claw back clauses in place, which is against best practices.

Triodos opposes this resolution.

For Private Circulation only

©Copyright 2021 PIRC Ltd

Researcher: Eliot Froment
Email: pircresearch@pirc.co.uk

Information is believed to be correct but cannot be guaranteed. Opinions and recommendations constitute our judgement as of this date and are subject to change without notice. The document is not intended as an offer, solicitation or advice to buy or sell securities. Clients of Pensions & Investment Research Consultants Ltd may have a position or engage in transaction in any of the securities mentioned.



Pensions & Investment Research Consultants Limited
8th Floor, Suite 8.02, Exchange Tower
2 Harbour Exchange Square
E14 9GE

Tel: 020 7247 2323
Fax: 020 7247 2457
<http://www.pirc.co.uk>

Regulated by the Financial Conduct Authority