

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of May, 2022

Commission File Number: 001-39829

COGNYTE SOFTWARE LTD.
(Translation of registrant's name into English)

33 Maskit
Herzliya Pituach
4673333, Israel
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

An Annual General Meeting of Shareholders of Cognyte Software Ltd. (the "**Company**"), will be held on Monday, June 27, 2022, at 3:30 p.m. (Israel time), at the Company's headquarters at 33 Maskit Street, Herzliya Pituach, 4673333, Israel. In connection with the Annual General Meeting of Shareholders, the Company hereby furnishes the following documents:

The Notice and Proxy Statement is attached to this Form 6-K as Exhibit 99.1 and the Proxy Card is attached to this Form 6-K as Exhibit 99.2.

This Form 6-K and related exhibits are hereby incorporated by reference into the Company's Registration Statements on Form S-8 (Registration No. 333-252565).

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u>Notice and Proxy Statement with respect to the Company's Annual General Meeting of Shareholders to be held on June 27, 2022</u>
<u>99.2</u>	<u>Proxy Card for the Company's Annual General Meeting of Shareholders to be held on June 27, 2022</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Cognyte Software Ltd.

Date: May 23, 2022

By: /s/ Elad Sharon
Name: Elad Sharon
Title: Chief Executive Officer

May 23, 2022

Dear Cognyte Software Ltd. Shareholders:

We cordially invite you to attend the Annual General Meeting of Shareholders of Cognyte Software Ltd. (the "**Meeting**"), to be held on Monday, June 27, 2022 at 3:30 PM (Israel time), at our headquarters 33 Maskit Street, Herzliya Pituach, Israel.

At the Meeting, shareholders will be asked to consider and vote on the matters listed in the enclosed Notice of Annual General Meeting of Shareholders. Our board of directors recommends that you vote **FOR** each of the proposals listed in the Notice.

Only shareholders of record at the close of market on May 20, 2022 are entitled to notice of and to vote at the Meeting.

Whether or not you plan to attend the Meeting, it is important that your shares be represented and voted at the Meeting. Accordingly, after reading the enclosed Notice of Annual General Meeting of Shareholders and the accompanying proxy statement, please sign, date and mail the enclosed proxy card in the envelope provided or vote by telephone or over the Internet in accordance with the instructions on your proxy card.

We look forward to greeting as many of you as can attend the Meeting.

Sincerely,
Elad Sharon
Chief Executive Officer

Notice of Annual General Meeting of Shareholders

To be Held on Monday, June 27, 2022

Dear Cognyte Software Ltd. Shareholders:

We cordially invite you to attend the Annual General Meeting of shareholders (the “*Meeting*”) of Cognyte Software Ltd. (the “*Company*”), to be held on Monday, June 27, 2022 at 3:30 PM (Israel time), at our headquarters at 33 Maskit Street, Herzliya Pituach, Israel (the telephone number at that address is +972-9-962-2300).

The following matters are on the agenda for the Meeting (collectively, the “*Proposals*”):

- (1) to re-elect each of Richard Nottenburg, Karmit Shilo and Zvika Naggan as Class I directors, to hold office until the close of the Company’s annual general meeting of shareholders in 2025, and until their respective successors are duly elected and qualified; and
- (2) to approve the re-appointment of Brightman Almagor Zohar & Co., registered public accounting firm, and a member of the Deloitte Global Network, as the Company’s independent registered public accounting firm for the year ending January 31, 2023 and until the next annual general meeting of shareholders, and to authorize the Company’s board of directors (with power of delegation to its audit committee) to set the fees to be paid to such auditors.

In addition to considering and voting on the foregoing Proposals, members of the Company’s management will be available at the Meeting to discuss the consolidated financial statements of the Company for the fiscal year ended January 31, 2022.

You are entitled to receive notice of, and vote at, the Meeting if you are a shareholder of record at the close of market on May 20, 2022, in person or through a broker, trustee or other nominee that is one of our shareholders of record at such time, or which appear in the participant listing of a securities depository on that date.

You can vote your ordinary shares of the Company by attending the Meeting or by completing and signing the proxy card to be distributed with the proxy statement. If you hold ordinary shares of the Company through a bank, broker or other nominee (i.e., in “street name”) which is one of our shareholders of record at the close of market on May 20, 2022, or which appears in the participant listing of a securities depository on that date, you must follow the instructions included in the voting instruction form you receive from your bank, broker or nominee, and may also be able to submit voting instructions to your bank, broker or nominee by phone or via the Internet. Please be certain to have your control number from your voting instruction form ready for use in providing your voting instructions. If you hold your ordinary shares of the Company in “street name,” you must obtain a legal proxy from the record holder to

enable you to participate in and to vote your ordinary shares of the Company at the Meeting (or to appoint a proxy to do so).

Our board of directors recommends that you vote “FOR” each of the above Proposals, which are described in the proxy statement.

The presence (in person or by proxy) of any two or more shareholders holding, in the aggregate, at least 25% of the voting power of the Company’s ordinary shares constitutes a quorum for purposes of the Meeting. If such quorum is not present within half an hour from the time scheduled for the Meeting, the Meeting will be adjourned to the following week (to the same day, time and place or to a specified day, time and place). At such adjourned meeting the presence of at least one or more shareholders in person or by proxy (regardless of the voting power represented by their ordinary shares of the Company) will constitute a quorum.

The last date for submitting a request to include a proposal in accordance with Section 66(b) of the Israeli Companies Law, 5759-1999, is May 30, 2022. A copy of the proxy statement (which includes the full version of the proposed resolutions) and a proxy card is being distributed to shareholders and also furnished to the U.S. Securities and Exchange Commission, or the SEC, under cover of Form 6-K. Shareholders are also able to review the proxy statement at the “*Investor Relations*” portion of our website <https://cognyte.com/investors/> or at our headquarters at 33 Maskit Street, Herzliya Pituach, Israel, upon prior notice and during regular working hours (telephone number: +972-9-962-2300) until the date of the Meeting.

Whether or not you plan to attend the Meeting, it is important that your ordinary shares of the Company be represented and voted at the Meeting. Accordingly, after reading the Notice of Annual General Meeting of Shareholders and the Proxy Statement, please sign, date and mail the proxy card in the envelope provided or vote by telephone or over the Internet in accordance with the instructions on your proxy card. If voting by mail, the proxy card must be received by no later than 11:59 p.m. EDT on June 26, 2022 to be validly included in the tally of ordinary shares of the Company voted at the Meeting. Detailed proxy voting instructions will be provided both in the proxy statement and in the proxy card.

By Order of the Board of Directors,
Elad Sharon
Chief Executive Officer

Proxy Statement

Annual General Meeting of Shareholders

To Be Held on Monday, June 27, 2022

This proxy statement is being furnished in connection with the solicitation of proxies on behalf of the board of directors (the “**Board**”) of Cognyte Software Ltd. (the “**Company**” or “**Cognyte**”) to be voted at an Annual General Meeting of Shareholders (the “**Meeting**”), and at any adjournment or postponement thereof, pursuant to the accompanying Notice of Annual General Meeting of Shareholders. The Meeting will be held on Monday, June 27, 2022, at 3:30 PM (Israel time), at our headquarters at 33 Maskit Street, Herzliya Pituach, Israel.

This proxy statement, the attached Notice of Annual General Meeting of Shareholders and the enclosed proxy card or voting instruction form are being made available to holders of the Company’s ordinary shares, beginning May 23, 2022.

You are entitled to receive notice of, and vote at, the Meeting if you are a shareholder of record at the close of market on May 20, 2022, in person or through a broker, trustee or other nominee that is one of our shareholders of record at such time, or which appear in the participant listing of a securities depository on that date. You can vote your ordinary shares of the Company by attending the Meeting or by following the instructions under “*How You Can Vote*” below. Our Board urges you to vote your ordinary shares of the Company so that they will be counted at the Meeting or at any postponements or adjournments of the Meeting.

Agenda Items

The following matters are on the agenda for the Meeting (collectively, the “**Proposals**”):

- (1) to re-elect each of Richard Nottenburg, Karmit Shilo and Zvika Naggan as Class I directors, to hold office until the close of the Company’s annual general meeting of shareholders in 2025, and until their respective successors are duly elected and qualified; and
- (2) to approve the re-appointment of Brightman Almagor Zohar & Co., registered public accounting firm, and a member of the Deloitte Global Network, as the Company’s independent registered public accounting firm for the year ending January 31, 2023 and until the next annual general meeting of shareholders, and to authorize the Company’s board of directors (with power of delegation to its audit committee) to set the fees to be paid to such auditors.

In addition to considering and voting on the foregoing Proposals, members of the Company’s management will be available at the Meeting to discuss the consolidated financial statements of the Company for the fiscal year ended January 31, 2022.

We are not aware of any other matters that will come before the Meeting. If any other matters are presented properly at the Meeting, the persons designated as proxies intend to vote upon such matters in accordance with their best judgment and the recommendation of the Board.

Board Recommendation

Our Board unanimously recommends that you vote “FOR” each of the above Proposals.

Quorum and Adjournment

On May 20, 2022, we had a total of 67,480,737 ordinary shares issued and outstanding. Each ordinary share outstanding as of the close of market on May 20, 2022, is entitled to one vote on each of the Proposals to be presented at the Meeting. Under our Amended and Restated Articles of Association (the “***Articles of Association***”), the Meeting will be properly convened if at least two shareholders attend the Meeting in person or sign and return proxies, provided that they hold ordinary shares representing at least 25% of our voting power. If such quorum is not present within half an hour from the time scheduled for the Meeting, the Meeting will be adjourned to the following week (to the same day, time and place or to a specified day, time and place). At such adjourned meeting the presence of at least one or more shareholders in person or by proxy (regardless of the voting power represented by their ordinary shares of the Company) will constitute a quorum.

Abstentions and “broker non-votes” are counted as present and entitled to vote for purposes of determining a quorum. A “broker non-vote” occurs when a bank, broker or other holder of record holding Shares for a beneficial owner attends the Meeting but does not vote on a particular Proposal because that holder does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner. Brokers that hold ordinary shares of the Company in “street name” for clients (as described below) typically have authority to vote on “routine” Proposals even when they have not received instructions from beneficial owners. The only item on the Meeting agenda that may be considered routine is Proposal No. 2 relating to the reappointment of the Company’s independent registered public accounting firm for the fiscal year ending January 1, 2023; however, we cannot be certain whether this will be treated as a routine matter since our proxy statement is prepared in compliance with the Israeli Companies Law 5759-1999 (the “***Companies Law***”), rather than the rules applicable to domestic U.S. reporting companies. Therefore, it is important for a shareholder that holds ordinary shares of the Company through a bank or broker to instruct its bank or broker how to vote its ordinary shares of the Company, if the shareholder wants its ordinary shares of the Company to count for the Proposals.

Vote Required for Approval of Each of the Proposals

The affirmative vote of the holders of a majority of the voting power represented and voting in person or by proxy is required to approve each of the Proposals.

Apart from for the purpose of determining a quorum, broker non-votes will not be counted as present and are not entitled to vote. Abstentions will not be treated as either a vote “FOR” or “AGAINST” a matter.

How You Can Vote

You can vote either in person at the Meeting or by authorizing another person as your proxy, whether or not you attend the Meeting. You may vote in any of the manners below:

- ***By Internet***-If you are a shareholder of record, you can submit a proxy over the Internet by logging on to the website listed on the enclosed proxy card, entering your control number located on the enclosed proxy card and submitting a proxy by following the on-screen prompts. If you hold shares in “street name,” and if the brokerage firm, bank or other similar nominee that holds your shares offers Internet voting, you may follow the instructions shown on the enclosed voting instruction form in order to submit your proxy over the Internet.
- ***By telephone***-If you are a shareholder of record, you can submit a proxy by telephone by calling the toll-free number listed on the enclosed proxy card, entering your control number located on the enclosed proxy card and following the prompts. If you hold shares in “street name,” and if the brokerage firm, bank or other similar organization that holds your shares offers telephone voting, you may follow the instructions shown on the enclosed voting instruction form in order to submit a proxy by telephone.
- ***By mail***-If you are a shareholder of record, you can submit a proxy by completing, dating, signing and returning your proxy card in the postage-paid envelope provided. You should sign your name exactly as it appears on the enclosed proxy card. If you are signing in a representative capacity (for example, as a guardian, executor, trustee, custodian, attorney or officer of a corporation), please indicate your name and title or capacity. If you hold shares in “street name,” you have the right to direct your brokerage firm, bank or other similar organization on how to vote your shares, and the brokerage firm, bank or other similar organization is required to vote your shares in accordance with your instructions. To provide instructions to your brokerage firm, bank or other similar organization by mail, please complete, date, sign and return your voting instruction form in the postage-paid envelope provided by your brokerage firm, bank or other similar organization.

Registered Holders

If you are a shareholder of record whose ordinary shares of the Company are registered directly in your name with our transfer agent, Broadridge Corporate Issuer Solutions Inc., you can also vote your ordinary shares of the Company by attending the Meeting or by completing and signing a proxy card. In such case, these proxy materials are being sent directly to you. As the shareholder of record, you have the right to grant your voting proxy directly to the individuals listed as proxies on the proxy card or to vote in person at the Meeting. Please follow the instructions on the proxy card. You may change your mind and cancel your proxy card by sending us a written notice, by signing and returning a proxy card with a later date, or by voting in person or by proxy at the Meeting. We will not be able to count a proxy card from a registered holder unless we receive it at our headquarters at 33 Maskit Street, Herzliya Pituach, Israel, Attention: Alona Gradman, Legal Director, Securities and Corporate Governance, or Broadridge

Financial Solutions, Inc. receives it in the enclosed envelope no later than 11:59 p.m. EDT on June 26, 2022.

If you provide specific instructions (by marking a box) with regard to the Proposals, your ordinary shares of the Company will be voted as you instruct. If you sign and return your proxy card or voting instruction form without giving specific instructions, your ordinary shares of the Company will be voted in favor of each Proposal in accordance with the recommendation of the Board. The persons named as proxies in the enclosed proxy card will vote in their discretion on any other matters that properly come before the Meeting, including the authority to adjourn the Meeting pursuant to Article 30 of the Articles of Association.

Beneficial Owners

If you are a beneficial owner of ordinary shares of the Company held in a brokerage account or by a trustee or nominee, these proxy materials are being forwarded to you together with a voting instruction form by the broker, trustee or nominee or an agent hired by the broker, trustee or nominee. As a beneficial owner, you have the right to direct your broker, trustee or nominee how to vote, and you are also invited to attend the Meeting.

Because a beneficial owner is not a shareholder of record, you may not vote those ordinary shares of the Company directly at the Meeting unless you obtain a “legal proxy” from the broker, trustee or nominee that holds your ordinary shares of the Company, giving you the right to vote the ordinary shares of the Company at the Meeting. Your broker, trustee or nominee has enclosed or provided voting instructions for you to use in directing the broker, trustee or nominee how to vote your ordinary shares of the Company.

Who Can Vote

You are entitled to receive notice of, and vote at, the Meeting if you are a shareholder of record at the close of market on May 20, 2022, in person or through a broker, trustee or other nominee that is one of our shareholders of record at such time, or which appear in the participant listing of a securities depository on that date.

Revocation of Proxies

Shareholders of record may revoke the authority granted by their execution of proxies at any time before the effective exercise thereof by filing with us a written notice of revocation or duly executed proxy bearing a later date, or by voting in person at the Meeting. A shareholder who holds shares in “street name” should follow the directions of, or contact, the bank, broker or nominee if he, she or it desires to revoke or modify previously submitted voting instructions.

Solicitation of Proxies

Proxies are being distributed to shareholders on or about May 23, 2022. Certain officers, directors, employees and agents of the Company may solicit proxies by telephone, emails, or other personal contact. We will bear the cost for the solicitation of the proxies, including postage,

printing, and handling, and will reimburse the reasonable expenses of brokerage firms and others for forwarding material to beneficial owners of the Company's ordinary shares.

Voting Results

The final voting results will be tallied by the Company based on the information provided by Broadridge Financial Solutions, Inc. or otherwise, and the overall results of the Meeting will be published following the Meeting in a report of foreign private issuer on Form 6-K that will be furnished to the U.S. Securities and Exchange Commission, or the SEC.

Availability of Proxy Materials

Copies of the proxy card, the notice of the Meeting and this proxy statement are available at the "Investor Relations" portion of our website, <https://www.cognyte.com/investors/>. The contents of that website are not a part of this proxy statement.

Assistance in Voting your Shares

If you have questions about how to vote your shares, you may contact Alona Gradman, Legal Director, Securities and Corporate Governance at +972 9 962 5899 or alona.gradman@cognyte.com.

COMPENSATION OF EXECUTIVE OFFICERS

For information concerning the annual compensation earned during the year ended January 31, 2022 by our five most highly compensated executive officers see Item 6.B. of our Annual Report on Form 20-F for the year ended January 31, 2022, as filed with the SEC on April 5, 2022 (the "**Annual Report**"), a copy of which is available on our website at <https://www.cognyte.com/investors/>.

CORPORATE GOVERNANCE

Overview

Cognyte is committed to effective corporate governance and independent oversight by our Board. Our programs and policies are informed by engagement with our shareholders as well as a guiding principle that the Board is accountable for representing the best interests of our shareholders, accomplished primarily through independence, diversity of experience and engagement with shareholders and other key constituents.

Our Articles of Association provide that we may have no less than three and no more than eleven directors, as may be fixed from time to time by the Board. Our Board currently consists of seven directors. Each of our current six non-executive directors is independent under Nasdaq corporate governance rules that require a majority of our directors to be independent.

Our directors are divided into three classes with staggered three-year terms. Each class of directors consists, as nearly as possible, of one-third of the total number of directors constituting the entire Board. At each annual general meeting of our shareholders, the term of office of only one class of directors expires. The election or re-election of such class of directors is for a term of office that expires as of the date of the third annual general meeting following such election or re-election. Each director holds office until the annual general meeting of our shareholders in which his or her term expires, and until their successor has been duly elected and qualified, unless he or she is removed by a vote of 65% of the total voting power of our shareholders at a general meeting of our shareholders or upon the occurrence of certain events, in accordance with the Companies Law and our Articles of Association.

Corporate Governance Practices

Below, we summarize the key governance practices and policies that our Board believes help advance our goals and protect the interests of our shareholders, including:

What we do			
✓	Base a significant portion of the compensation opportunity of our executive officers on financial performance	✓	Emphasize pay-for-performance - meaning the earning of annual bonuses are subject to the attainment of objective performance measurements
✓	Set annual incentive targets to our chief executive officer based on objective performance measures	✓	Offer equity and cash compensation which we believe incentivizes our executive officers to deliver both short-term and long-term shareholder value
✓	Maintain a majority independent Board	✓	Cap cash bonus payments and annual equity based compensation
✓	Maintain entirely independent Board committees	✓	Regularly review the executive compensation and peer group data

Shareholder Engagement

We believe that effective corporate governance includes regular, constructive conversations with our shareholders, and we value our shareholders' continued feedback and opinions. All feedback is reviewed and implemented as appropriate for the Company's strategy, business growth and maturity stage. We are committed to maintaining an active dialogue to understand the priorities and concerns of our shareholders on the topics of executive compensation corporate governance policies and practices, and our environmental, social and governance program. Maintaining an active dialogue with our shareholders is consistent with our corporate values of open communication and accountability, and we intend to continue these efforts in the future.

For more information regarding our Board, its committees, and our corporate governance practices, see "Part I, Item 6.C. Board Practices" of our Annual Report.

PROPOSAL 1

RE-ELECTION OF DIRECTORS

Background

Our Board currently has seven directors and is divided into three classes with staggered three-year terms as follows:

- the Class I directors are Richard Nottenburg, Karmit Shilo and Zvika Naggan, and their terms expire at the Meeting;
- the Class II directors are Dan Bodner and Dafna Sharir, and their terms expire at our annual meeting of shareholders to be held in 2023; and
- the Class III directors are Earl Shanks and Elad Sharon, and their terms expire at our annual meeting of shareholders to be held in 2024.

At each annual general meeting of our shareholders, the election or re-election of directors following the expiration of the term of office of the directors of that class will be for a term of office that expires on the date of the third annual general meeting following such election or re-election.

At the Meeting, shareholders will be asked to re-elect each of Richard Nottenburg, Karmit Shilo and Zvika Naggan, each of whom qualifies as an independent director under the Nasdaq corporate governance rules. Richard Nottenburg serves as the chairperson of the compensation committee and qualifies as an independent director under the additional independence requirements of the corporate governance rules of Nasdaq relating to compensation committee membership. Zvika Naggan serves as a member of the audit committee and the compensation committee and qualifies as an independent director under the additional independence requirements of the rules of the SEC and of the corporate governance rules of Nasdaq relating to audit committee and compensation committee membership. Karmit Shilo serves as a member of the nominating and governance committee and the compensation committee and qualifies as an independent director under the additional independence requirements of the corporate governance rules of Nasdaq relating to compensation committee membership.

If re-elected at the Meeting, each of Richard Nottenburg, Karmit Shilo and Zvika Naggan will serve until the 2025 annual general meeting of our shareholders, and until their successor has been duly elected and qualified, or until their office is vacated in accordance with our Articles of Association or the Companies Law.

In accordance with the Companies Law, each of Richard Nottenburg, Karmit Shilo and Zvika Naggan has certified to us that they meet all the requirements of the Companies Law for election as a director of a public company, and possess the necessary qualifications and has

sufficient time to fulfill their duties as a director of the Company, taking into account the size and special needs of the Company.

During 2021, each of the directors standing for re-election at the Meeting attended 100% of our Board and Board committee meetings, as applicable.

The nominating and governance committee of our Board recommended that each of Richard Nottenburg, Karmit Shilo and Zvika Naggan be re-elected at the Meeting as a Class I director for a term to expire at the 2025 annual general meeting of our shareholders, and until their successor has been duly elected and qualified, or until their office is vacated in accordance with our Articles of Association or the Companies Law. Our Board approved this recommendation.

Biographical information concerning Richard Nottenburg, Karmit Shilo and Zvika Naggan is set forth below:

Richard Nottenburg. Dr. Nottenburg has served as a member of our board of directors since February 1, 2021. Dr. Nottenburg also serves as a director of Verint Systems Inc., where he also serves as the chairperson of the compensation committee. Dr. Nottenburg is currently an Executive Partner at OceanSound Partners LP, a private equity firm, and an investor in various early-stage technology companies. Previously, Dr. Nottenburg served as President and Chief Executive Officer and a member of the board of directors of Sonus Networks, Inc. from 2008 through 2010. From 2004 until 2008, Dr. Nottenburg was an officer with Motorola, Inc., ultimately serving as its Executive Vice President, Chief Strategy Officer and Chief Technology Officer. Dr. Nottenburg is currently a member of the board of directors of Sequans Communications S.A., where he serves as a member of the compensation committee and the audit committee. Dr. Nottenburg previously served on the board of directors of PMC-Sierra Inc., Aeroflex Holding Corp., Anaren, Inc., Comverse Technology, Inc. and Violin Memory, Inc.

Karmit Shilo. Ms. Shilo has served as a member of our board of directors since February 1, 2021. From 2000 to 2019, Ms. Shilo served in various management roles at Amdocs, including Global Head of HR (from 2010 to 2019), Vice President of Products, Vice President of Consulting and Learning Services, and Director of Business Consulting Corporate Sales. Since 2017, Ms. Shilo has been a private investor in NEOME – Women Investment Club, while also serving as an advisor to various non-profit organizations.

Zvika Naggan. Mr. Naggan has served as a member of our board of directors since February 1, 2021. Mr. Naggan served as a Managing Partner at Red Dot Capital Partners from 2016 to 2019, as Executive Director at Team 8 – Cyber Security Foundry from 2015 to 2016. Previously, Mr. Naggan served as Chief Information Officer at Bank Hapoalim from 2011 to 2014, in several senior management positions at Amdocs, culminating in President of the Product Business Group, from 2005 to 2010, as President and CEO of Cimatron from 2003 to 2005, and in multiple executive roles at Comverse from 1992 to 2002. Mr. Naggan has served as a director of several companies including Migdal Funds, Claroty, Global E, and Celeno.

Proposal

It is proposed that the following resolutions be adopted at the Meeting:

“**RESOLVED**, to approve that each of Richard Nottenburg, Karmit Shilo and Zvika Naggan be re-elected as Class I directors, to serve until the 2025 annual meeting of shareholders and until their successor has been duly elected and qualified, or until their office is vacated in accordance with the Company’s Articles of Association or the Companies Law.”

Vote Required

See “*Vote Required for Approval of Each of the Proposals*” above.

Board Recommendation

The Board recommends a vote “FOR” the re-election of each of Richard Nottenburg, Karmit Shilo and Zvika Naggan as a Class I director for a term to expire at the 2025 annual general meeting.

PROPOSAL 2

RE-APPOINTMENT OF INDEPENDENT AUDITORS

AND AUTHORIZATION OF THE BOARD TO FIX THEIR REMUNERATION

Background

The audit committee of the Board and the Board have approved the appointment of Brightman Almagor Zohar & Co., a member of the Deloitte Global Network, as our independent registered public accountants for the year ending January 31, 2023, subject to the approval of our shareholders.

The following table sets forth the total compensation that was paid by the Company and its subsidiaries to the Company’s independent auditors, Brightman Almagor Zohar & Co., a member of the Deloitte Global Network, and Deloitte & Touche LLP, during the fiscal year ended January 31, 2022.

	FYE 2022
Audit fees(1)	\$ 1,213
Audit-related fees(2)	\$ 20
Tax fees(3)	\$ 19
All Other Fees(4)	-
Total	\$ 1,252

- (1) “Audit fees” include fees for professional services rendered for the audit of our annual financial statements or services that are normally provided in connection with statutory and regulatory filings or engagements, including consents and assistance with and review of documents filed with the SEC.
- (2) “Audit-related fees” include fees for assurance and related services that are reasonably related to the performance of the audit and are not reported under “Audit fees”. These fees primarily include accounting consultations regarding the accounting treatment of matters that occur in the regular course of business, implications of new accounting pronouncements, acquisitions and other accounting issues that occur from time to time.
- (3) “Tax fees” include fees for professional services rendered by our independent registered public accounting firm for tax compliance, tax advice and tax planning on actual or contemplated transactions.
- (4) “All other fees” include fees for services rendered by our independent registered public accounting firm with respect to government incentives, IT risk assessment, and other matters.

Because our business was part of Verint Systems Inc. (“Verint”) until our spin-off in February 2021, we did not pay any fees to the auditors prior to the audit of the year ended January 31, 2021 and all fees were paid directly by Verint. In connection with the audit for the year ended January 31, 2021, we paid Deloitte & Touche LLP an aggregate fee of \$0.6 million under an engagement letter with Deloitte & Touche LLP signed by us and Verint.

The audit committee of the Board has adopted a pre-approval policy for the engagement of our independent accountant to perform certain audit and non-audit services. Pursuant to this policy, which is designed to assure that such engagements do not impair the independence of our auditors, the audit committee pre-approves annually a catalog of specific audit and non-audit services in the categories of audit services, audit-related services and tax services that may be performed by our independent accountants. The audit committee of the Board pre-approved the audit services and the required non-audit services provided to us and to our subsidiaries since our pre-approval policy was adopted.

Proposal

It is proposed that the following resolution be adopted at the Meeting:

RESOLVED, to approve the re-appointment of Brightman Almagor Zohar & Co., registered public accounting firm, and a member of the Deloitte Global Network, as the Company’s independent registered public accounting firm for the year ending January 31, 2023 and until the next annual general meeting of shareholders, and to authorize the Company’s board of directors (with power of delegation to its audit committee) to set the fees to be paid to such auditors.

Vote Required

See “*Vote Required for Approval of Each of the Proposals*” above.

Board Recommendation

The Board recommends a vote “FOR” the ratification of the re-appointment of Brightman Almagor Zohar & Co., a member of the Deloitte Global Network, as our independent registered public accounting firm for the year ending January 31, 2023.

PRESENTATION AND DISCUSSION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS

In addition to considering the foregoing agenda items at the Meeting, we will also present our audited consolidated financial statements for the fiscal year ended January 31, 2022. A copy of the Annual Report, including the audited consolidated financial statements for the year ended January 31, 2022, is available for viewing and downloading on the SEC’s website at www.sec.gov as well as on the “*Investor Relations*” section of our Company’s website at <https://www.cognyte.com/investors/>.

OTHER BUSINESS

The Board is not aware of any other matters that may be presented at the Meeting other than those described in this proxy statement. If any other matters do properly come before the Meeting, including the authority to adjourn the Meeting pursuant to Article 30 of the Company’s Articles of Association, it is intended that the persons named as proxies will vote, pursuant to their discretionary authority, according to their best judgment in the interest of the Company.

ADDITIONAL INFORMATION

Our Annual Report filed with the SEC on April 5, 2022, is available for viewing and downloading on the SEC’s website at www.sec.gov as well as under the Investor Relations section of the Company’s website at <https://www.cognyte.com/investors/>.

The Company is subject to the information reporting requirements of the Exchange Act of 1934, as amended (the “Exchange Act”) applicable to foreign private issuers. The Company fulfills these requirements by filing reports with the SEC. The Company’s filings with the SEC are available to the public on the SEC’s website at www.sec.gov. As a foreign private issuer, the Company is exempt from the rules under the Exchange Act related to the furnishing and content of proxy statements. The circulation of this proxy statement should not be taken as an admission that the Company is subject to those proxy rules.

By Order of the Board of Directors,

Elad Sharon
Chief Executive Officer

Dated: May 23, 2022

*COGNYTE SOFTWARE LTD.
33 MASKIT STREET
HERZLIYA PITUACH 4673333, ISRAEL*

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE – 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS
FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

COGNYTE SOFTWARE LTD.

The Board of Directors recommends you vote FOR the following proposals:

1. To re-elect each of Richard Nottenburg, Karmit Shilo and Zvika Naggan as Class I directors, to hold office until the close of the Company's annual general meeting of shareholders in 2025, and until their respective successors are duly elected and qualified.

Nominees:

- 1a. Richard Nottenburg
1b. Karmit Shilo
1c. Zvika Naggan

For **Against** **Abstain**

2. To approve the re-appointment of Brightman Almagor Zohar & Co., registered public accounting firm, and a member of the Deloitte Global Network, as the Company's independent registered public accounting firm for the year ending January 31, 2023 and until the next annual general meeting of shareholders, and to authorize the Company's board of directors (with power of delegation to its audit committee) to set the fees to be paid to such auditors.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN
BOX] Date

Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting:

The Proxy Statement is available at www.proxyvote.com.

COGNYTE SOFTWARE LTD.

Annual General Meeting of Shareholders

To be held Monday, June 27, 2022

This proxy is solicited by the Board of Directors

The shareholder(s) hereby appoint(s) Elad Sharon, Chief Executive Officer, and David Abadi, Chief Financial Officer, or either of them, as proxies, each with the power to appoint (his) substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the ordinary shares of COGNYTE SOFTWARE LTD. that the shareholder(s) is/are entitled to vote at the Annual General Meeting of Shareholders to be held at 3:30 PM (Israel time) on Monday, June 27, 2022, at the Company's headquarters at 33 Maskit, Herzliya Pituach, 4673333, Israel, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side