

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

FORM 20-F/A
(Amendment No. 1)

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended
January 31, 2024

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File No. 001-39829

Cognyte Software Ltd.

(Exact name of registrant as specified in its charter)

Not applicable
(Translation of Registrant's name into English)

Israel
(Jurisdiction of incorporation or organization)

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

Copy to:

David Abadi
33 Maskit
Herzliya Pituach
4673333, Israel
+972-9-962-2300

(Name, Telephone, Email and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|-------------------------------|--------------------------|---|
| Ordinary Shares, no par value | CGNT | The Nasdaq Stock Market, LLC (Nasdaq Global Select Market) |

Securities registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

70,996,535 Ordinary Shares, no par value, on January 31, 2024.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing

requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended period for complying with any new or revised financial accounting standards[†] provided pursuant to Section 13(a) of the Exchange Act.

[†] The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by the International Accounting Standards Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Auditor's name:
Brightman Almagor Zohar & Co.

Auditor's location:
Tel Aviv, Israel

PCAOB ID:
1197

EXPLANATORY NOTE

Cognyte Software Ltd. (the “Company”) is filing this Amendment No. 1 on Form 20-F/A (the “Amendment”) to its Annual Report on Form 20-F for the year ended January 31, 2024, which was initially filed with the Securities and Exchange Commission (the “SEC”) on April 9, 2024 (the “Original Form 20-F”). This Amendment is being filed (i) to correct an inadvertent error made in the paragraph titled “2021 Share Incentive Plan” under item 6.B. of the Original Form 20-F where the figures “4,910,926” and “2,669,074,” describing as of March 31, 2023 the number of shares that are subject to outstanding granted awards and the number of shares available for future grants, respectively, were inadvertently transposed, and (ii) to add the amendment to the 2021 Share Incentive Plan referenced in Item 6.B. as an exhibit to the Form 20-F. This Amendment clarifies that, as of March 31, 2024, following the recent amendment to the Company’s 2021 Share Incentive Plan, the number of shares that were available for future grants was 2,669,074 in addition to 4,910,926 shares that were subject to outstanding awards as of such date.

As required by Rule 12b-15 of the Securities and Exchange Act of 1934, as amended, the Company is also filing or furnishing the certifications required under Section 302 and Section 906 of the Sarbanes-Oxley Act of 2002 as exhibits to this Amendment.

This Amendment is not intended to update other information disclosed in the Original Form 20-F. This Amendment does not reflect events occurring after the filing of the Original Form 20-F and does not modify or update the disclosure therein in any way other than as required to reflect the amendment discussed above.

TABLE OF CONTENTS

| | | | <u>Page</u> |
|----------------------------|----------------------|------------------------------|---------------------|
| | | PART I | |
| Item 6. | 6.B. | Compensation | 4-6 |
| | | PART II | |
| Item 19. | | Exhibits | 7-8 |
| SIGNATURES | | | 9 |

PART I

6.B. COMPENSATION

The aggregate compensation expensed, including share-based compensation and other compensation expensed by us and our subsidiaries, with respect to the year ended January 31, 2024, to our directors and senior management that served at any time during the year ended January 31, 2024 was \$12.5 million. This amount includes approximately \$0.9 million set aside or accrued to provide pension, severance, retirement, or similar benefits.

The table below sets forth the compensation earned by our five most highly compensated office holders (as defined below under “—6.C. Board Practices—Compensation Committee—Compensation Policy under the Companies Law”) during or with respect to the year ended January 31, 2024. We refer to the five individuals for whom disclosure is provided herein as our “Covered Executives”. For purposes of the table and the summary below, “compensation” includes base salary, bonuses, equity-based compensation, retirement or termination payments, and any benefits or perquisites such as car, phone and social benefits, as well as any undertaking to provide such compensation in the future.

Summary Compensation Table

| Name and Principal Position ⁽²⁾ | Base Salary (\$) | Benefits and Perquisites (\$) ⁽³⁾ | Variable compensation (\$) ⁽⁴⁾ | Equity-Based Compensation (\$) ⁽⁵⁾ | Total (\$) |
|--|------------------|--|---|---|--------------|
| (in thousands, US dollars) ⁽¹⁾ | | | | | |
| Elad Sharon, Chief Executive Officer | 371 | 149 | 1,278 | 744 | 2,542 |
| David Abadi, Chief Financial Officer | 358 | 116 | 1,226 | 358 | 2,058 |
| Sharon Chouli, Chief Customer Officer | 272 | 114 | 774 | 233 | 1,393 |
| Rini Karlin, Chief People Officer | 272 | 114 | 771 | 228 | 1,385 |
| Efi Nuri, Chief Revenue Officer | 265 | 95 | 540 | 150 | 1,050 |

(1) All amounts reported in the table are in terms of cost to us accrued with respect to the year ended January 31, 2024, as recorded in our financial statements.

(2) All Covered Executives listed in the table were our full-time employees during the year. Cash compensation amounts denominated in currencies other than the U.S. dollar were converted into U.S. dollars at the average conversion rate for the year ended January 31, 2024.

(3) Amounts reported in this column include car allowance and social benefits accrued by us on behalf of the Covered Executives, convalescence pay, contributions made by the company to an insurance policy or a pension fund, work disability insurance, severance, retirement, educational fund, and payments for social security.

(4) Amounts reported in this column refer to incentive and variable compensation payments which were paid or accrued in cash or shares with respect to the year ended January 31, 2024. In accordance with the Company’s compensation policy, we accrued for bonuses to our Covered Executives upon compliance with predetermined performance and other parameters as set by the compensation committee and the board of directors. These amounts were provided for in our financial statements for the year ended January 31, 2024. We also award PSUs to executive officers that vest upon the achievement of specified performance goals. We recognize compensation expenses for the value of the awards, which vest based on service conditions, using the straight-line method, over the requisite service period of each of the awards, net of estimated forfeitures.

(5) Amounts reported in this column represent the expense recorded in our financial statements for the year ended January 31, 2024 with respect to equity-based compensation grants. The relevant amounts underlying the equity awards granted to our officers will continue to be expensed in our financial statements over a period of time during the years on account of the grants made during the year ended January 31, 2024 in similar annualized amounts. All equity-based compensation grants to our Covered Executives were made in accordance with the parameters of our Company's compensation policy and were approved by our compensation committee and board of directors.

Share Incentive Plan

The following sets forth certain information with respect to our share incentive plan. The following description is only a summary of the plan and is qualified in its entirety by reference to the full text of the plan, which serves as an exhibit to this Form 20-F.

Upon the expiration of our share incentive plan, no further grants may be made thereunder, although any existing awards will continue in full force in accordance with the terms under which they were granted.

2021 Share Incentive Plan

In connection with the spin-off we adopted a new 2021 share incentive plan (the "2021 Plan"), under which we are able to grant equity-based incentive awards to attract, motivate and retain the talent for which we compete.

During March 2024, we amended the 2021 Plan to allow for the grant of up to an additional 2,669,074 shares under the 2021 Plan, subject to any further increases or decreases, in addition to 4,910,926 shares that were subject to outstanding awards under the 2021 Plan as of March 31, 2024.

The 2021 Plan provides for granting awards under various tax regimes, including, without limitation, in compliance with Section 102 of the Israeli Tax Ordinance, and Section 3(i) of the Israeli Tax Ordinance and for awards granted to our United States employees or service providers, including those who are deemed to be residents of the United States for tax purposes, Section 422 of the Code and Section 409A of the Code.

Section 102 of the Israeli Tax Ordinance allows employees, directors and officers who are not controlling shareholders and are considered Israeli residents to receive favorable tax treatment for compensation in the form of shares or options, subject to the terms and conditions set forth in the Israeli Tax Ordinance. Our non-employee service providers and controlling shareholders may only be granted options under Section 3(i) of the Israeli Tax Ordinance, which does not provide for similar tax benefits.

The 2021 Plan provides for the grant of stock options (including incentive stock options and nonqualified stock options), ordinary shares, restricted shares, restricted share units and other share-based awards. Grants may be evidenced by award agreements, other contractual arrangements and/or resolutions of the Compensation Committee of our board of directors. Options granted under the 2021 Plan to our employees who are U.S. residents may qualify as "incentive stock options" within the meaning of Section 422 of the Code or may be non-qualified stock options.

In the event of termination of a grantee's employment or service with the company or any of its affiliates (other than by reason of death or permanent disability), all vested and exercisable awards held by such grantee as of the date of termination may be exercised within three months after such date of termination, unless otherwise determined by the administrator. After such three-month period, all unexercised awards will terminate.

In the event of termination of a grantee's employment or service with the company or any of its affiliates due to such grantee's death or permanent disability, all vested and exercisable awards held by such grantee as of the date of termination may be exercised by the grantee or the grantee's legal guardian, estate, or by a person who acquired the right to exercise the award by bequest or inheritance, as applicable, within twelve months after such date of termination, unless otherwise provided by the administrator. Any awards which are unvested as of the date of such termination or which are vested but not then exercised within the twelve-month period following such date will terminate.

Notwithstanding any of the foregoing, if a grantee commits an act during the course of the grantee's employment or services with the company or any of its affiliates that constitutes or would have constituted "cause," as defined in the 2021 Plan, the Compensation Committee of our board of directors may provide for cancellation or forfeiture of all outstanding awards (whether vested or unvested).

Policy For Recovery of Erroneously Awarded Compensation

In September 2023, the Board adopted the policy for the recovery of erroneously awarded compensation (the "Policy") in compliance with the SEC rules. The Policy provides for the recovery of erroneously awarded incentive-based compensation from current and former officers when there is an accounting restatement due the Company's material noncompliance with any financial reporting requirement under securities laws, including restatements that correct an error in previously issued financial statements (a) that is material to the previously issued financial statements or (b) that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

PART II

ITEM 19. EXHIBITS

We have filed the following documents as exhibits to this Form 20-F/A:

| Exhibit Number | Description | Incorporation by Reference | | | |
|----------------------|--|----------------------------|-----------|------------------|-------------------|
| | | Form | File No. | Filing Date | Filed / Furnished |
| 1.1 | Articles of Association of Cognyte Software Ltd. | 20FR12B/A | 001-39829 | January 14, 2021 | |
| 2.1 | Specimen of Share Certificate for Cognyte’s Ordinary Shares | 20FR12B/A | 001-39829 | January 14, 2021 | |
| 2.2 | Form of Separation and Distribution Agreement | 20FR12B/A | 001-39829 | January 14, 2021 | |
| 2.3 | Description of Securities | | | | * |
| 4.1 | Form of Tax Matters Agreement | 20FR12B/A | 001-39829 | January 14, 2021 | |
| 4.2 | Form of Employee Matters Agreement | 20FR12B/A | 001-39829 | January 14, 2021 | |
| 4.4 | Form of Intellectual Property Cross License Agreement | 20FR12B/A | 001-39829 | January 14, 2021 | |
| 4.5 | Form of Trademark Cross License Agreement | 20FR12B/A | 001-39829 | January 14, 2021 | |
| 4.6 | Form of Cognyte Software Ltd. 2021 Share Incentive Plan | 20FR12B/A | 001-39829 | January 14, 2021 | *** |
| 4.6A | Amendment No. 1 to Cognyte Software Ltd. 2021 Share Incentive Plan | | | | ** |
| 4.7 | Form of Indemnification Agreement | 20FR12B/A | 001-39829 | January 14, 2021 | *** |
| 4.8 | Form of Compensation Policy for Executive Officers and Directors | 20FR12B/A | 001-39829 | January 14, 2021 | *** |
| 4.9 | Credit Facility, dated December 27, 2020, among Cognyte Technologies Israel Ltd., as borrower, Cognyte Software Ltd., as guarantor, and Bank Leumi Le-Israel B.M., as lender (“Leumi Credit Facility”) | 20FR12B/A | 001-39829 | January 14, 2021 | |
| 4.9A | Amendment No. 1 to the Leumi Credit Facility dated July 28, 2022 | 20-F | 001-39829 | April, 11, 2023 | *† |

| | | | | | |
|---------|--|------|-----------|------------------|----|
| 4.9B | Amendment No. 2 to the Leumi Credit Facility dated January 31, 2023 | 20-F | 001-39829 | April, 11, 2023 | *† |
| 4.9C | Amendment No.3 to the Leumi Credit Facility dated December 31, 2023 (incorporated by reference, Exhibit 99.1) | 6-K | 001-39829 | January 3, 2024 | * |
| 4.10D | Credit Facility, dated January 24, 2024, among Cognyte Software Ltd., as borrower or guarantor, Cognyte Technologies Israel Ltd., as borrower or guarantor, and Bank Hapoalim B.M., as lender (incorporated by reference, Exhibit 99.1). | 6-K | 001-39829 | January 25, 2024 | * |
| 4.10E | Amended and Restated Deed of Undertaking dated January 24, 2024, among Cognyte Software Ltd., Cognyte Technologies Israel Ltd. and Bank Hapoalim B.M. (incorporated by reference, Exhibit 99.1A). | 6-K | 001-39829 | January 25, 2024 | * |
| 8.1 | List of Subsidiaries | | | | * |
| 12.1 | Principal Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | | | | ** |
| 12.2 | Principal Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | | | | ** |
| 13.1 | Principal Executive Officer Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | | | | ** |
| 13.2 | Principal Financial Officer Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | | | | ** |
| 15.1 | Consent of Brightman Almagor Zohar & Co. | | | | * |
| 15.2 | Consent of Ron Shvili | | | | * |
| 15.3 | Consent of Sarit Sagiv | | | | * |
| 97.1 | Policy relating to recovery of erroneously awarded compensation, as required by applicable listing standards. | | | | * |
| 101.INS | Inline XBRL Instance Document. | | | | * |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document. | | | | * |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document. | | | | * |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document. | | | | * |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document. | | | | * |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document. | | | | * |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). | | | | * |

* Previously filed with the Original Form 20-F.

** Filed or furnished, as applicable, herewith.

*** Management contract or compensatory plan, arrangement or contract.

† Certain confidential information contained in this document, has been redacted in accordance with Instructions as to Exhibits to Form 20-F, because (i) the company customarily and actually treats that information as private or confidential and (ii) the omitted information is not material. “[***]” indicates where the information has been omitted from this exhibit.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

COGNYTE SOFTWARE LTD.

By: /s/ Elad Sharon

Name: Elad Sharon

Title: Chief Executive Officer

By: /s/ David Abadi

Name: David Abadi

Title: Chief Financial Officer

Date: April 19, 2024

**AMENDMENT NO. 1 TO
COGNYTE SOFTWARE LTD.
2021 SHARE INCENTIVE PLAN**

This Amendment No. 1 (this “Amendment”) to the Cognyte Software Ltd. 2021 Share Incentive Plan (the “2021 Plan”), effective as of 26 March 2024, is adopted by the board of directors (the “Board”) of Cognyte Software Ltd., an Israeli company (the “Company”) on March 26, 2024. All capitalized terms used but not defined herein shall have the meanings given such terms in the 2021 Plan.

WHEREAS, the Company has adopted and maintains the 2021 Plan, and the Compensation Committee (the “Committee”) of the Board administers the 2021 Plan;

WHEREAS, pursuant to Sections 2.1 and 23.1 of the 2021 Plan, the Committee or the Board at any time and from time to time may amend the 2021 Plan, subject only to certain limitations set forth therein; and

WHEREAS, the Board, with the recommendation of the Committee, has determined that it is advisable and in the best interests of the Company and its shareholders to amend the 2021 Plan as set forth in this Amendment, to increase the shares available under the 2021 Plan.

NOW, THEREFORE, the 2021 Plan is hereby amended as follows:

1. Section 4.1.1. of the 201 Plan is hereby amended and restated in its entirety as follows:

“4.1.1. Subject to adjustment as provided in Section 13, the number of Shares with respect to which Awards may be granted from time to time under the Plan shall, in the aggregate, not exceed, at any time, 7,580,000 Shares. Subject to adjustment as provided in Section 13, the maximum number of Shares with respect to which Awards may be granted to any Grantee in any fiscal year shall be 2,000,000.”

2. The first sentence of Section 4.1.2. of the 2021 Plan is hereby amended and restated in its entirety as follows:

“4.1.2. If any Shares subject to an Award are forfeited, cancelled, or exchanged or if an Award terminates or expires without issuance of Shares to the Grantee, the Shares with respect to such Award shall, to the extent of any such forfeiture, cancellation, exchange, termination or expiration, again be available for Awards under the Plan (excluding for this purpose any Shares equal to the number of VSI Common Shares that were issued upon the exercise or vesting of awards granted pursuant to the VSI Equity Plans under Section 102 of the Ordinance, and which VSI Common Shares, as of the date of the effectiveness of the Spin-Off, are held by a trustee appointed in accordance with Section 102 of the Ordinance).”

3. Except as expressly set forth in this Amendment, all other terms and conditions of the Plan shall remain in full force and effect.

[The remainder of this page is intentionally left blank]

COGNYTE SOFTWARE LTD.
CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Elad Sharon, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 20-F/A of Cognyte Software Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 19, 2024

By: /s/ Elad Sharon

Elad Sharon

Chief Executive Officer (Principal Executive Officer)

COGNYTE SOFTWARE LTD.
CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, David Abadi, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 20-F/A of Cognyte Software Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 19, 2024

By: /s/ David Abadi

David Abadi

Chief Financial Officer (Principal Financial Officer)

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350
(SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002)**

In connection with Amendment No. 1 to the Annual Report on Form 20-F/A of Cognyte Software Ltd. (the “Company”) for the year ended January 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Elad Sharon, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 19, 2024

By: /s/ Elad Sharon

Elad Sharon

Chief Executive Officer (Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350
(SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002)**

In connection with Amendment No. 1 to the Annual Report on Form 20-F/A of Cognyte Software Ltd. (the “Company”) for the year ended January 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, David Abadi, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 19, 2024

By: /s/ David Abadi

David Abadi

Chief Financial Officer (Principal Financial Officer)
