



**Cognyte Software Ltd.
(the "Company")**

Notice Regarding Intention to Effect Distribution Pursuant to the Israeli Companies Law, 1999

Notice is hereby given that on March 2, 2026, the Company's Board of Directors (the "**Board**") approved the establishment of a repurchase plan for an aggregate amount of up to \$20 million and approved a "distribution", as defined in the Israeli Companies Law, 1999 (the "**Companies Law**"), by way of a repurchase (buyback) of the Company's ordinary shares, in a total amount of up to \$20 million (the "**Distribution**"), which Distribution will be in addition to the Company's existing buyback program, under which, as of the date hereof, approximately \$11.1 million remains available for repurchases and unutilized. The Board approved the Distribution after concluding that the Distribution meets the "Solvency Test" as set forth in Section 302 of the Companies Law. The Distribution, if implemented, shall not be distributed out of the Company's profits, and therefore does not satisfy the "Profit Test", as set forth in Section 302 of the Companies Law.

According to Section 7C.(C) of the Companies Regulations (Relief for Companies Whose Securities Are Listed for Trading on Foreign Stock Exchanges) 2000, the Company's creditors may apply to the Company and object to the Distribution, within 30 days following the publication of this notice.

The total stockholders' equity according to the Company's unaudited financial statements as of October 31, 2025, was approximately \$227.5 million.

Any share repurchases may be made from time to time in the open market, including through trading plans intended to qualify under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, in privately negotiated transactions or by other means in accordance with U.S. federal securities laws. The Company may repurchase all or a portion of the authorized amount. The timing, as well as the number and value of any shares repurchased under the program, will be determined by the Company at its discretion under the Board authorized program and will depend on a variety of factors, including management's assessment of the intrinsic value of the Company's ordinary shares, the market price of the Company's ordinary shares, general market and economic conditions, available liquidity, alternative investment opportunities, and applicable legal requirements. The Repurchase Program does not obligate the Company to repurchase any specific number of ordinary shares and may be suspended, modified or discontinued at any time without prior notice. The share repurchases will be funded from existing cash and cash equivalents. This notice is neither an offer to purchase nor a solicitation of an offer to by any securities.

For information about the Distribution, including the deadline for filing objections to the Distribution, please contact Adv. Ilan Rotem, Cognyte Software Ltd., 33 Maskit Herzliya Pituach, 4673333, Israel, Sunday-Thursday between 9 AM and 5 PM (Israel time), and upon first scheduling by telephone: + 972-3-577-4226.

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