

CYREN SOFTWARE LTD.

NOMINATING COMMITTEE CHARTER

I. Purpose

The purpose of the Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of CYREN Software Ltd., an Israeli company listed on the Nasdaq SmallCap Market (the “**Company**”), is to recommend to the Board nominees for election as directors at the annual meetings of shareholders (or special meetings of shareholders at which directors are to be elected) or identify candidates to fill any vacancies on the Board; *provided that* no such recommendation shall be required in cases, if any, where the right to nominate a director legally belongs to a third party.

II. Membership

1. Number. The Committee shall be comprised of at least two members of the Board, including at least one Outside Director (as such term is defined in the Israel Companies Law, 5759-1999 (as amended from time to time, the “**Companies Law**”). The number of members of the Committee shall be determined from time to time by the Board.

2. Qualification. Except as otherwise permitted by applicable law or the Nasdaq Marketplace Rules, each member of the Committee shall (a) be an “independent director” (as such term is defined in Rule 4200 of the Nasdaq Marketplace Rules, as amended from time to time), and (b) have experience, in the judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

3. Appointment and Removal. Subject to applicable law, the members of the Committee shall be appointed and removed (with or without cause) by the Board. Unless the Board elects a Chairman of the Committee, the members of the Committee shall appoint a Chairman by majority vote. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. Meetings and Procedures

1. Meetings. The Committee will meet as often as the Committee or its Chairman deem necessary in order to carry out its duties, but in any event at least once a year, prior to the annual general meeting, either in person, via teleconference or similar means of communication. Without derogating from the foregoing, the Committee shall meet at the request of (i) any member of the Committee or (ii) a majority of the other members of the Board. The Committee may, at its discretion, include in its meetings members of the Company’s management, or any other person whose presence the Committee believes to be desirable and appropriate.

2. Independent Advisors. The Committee is empowered to engage independent counsel, search firms, accountants or other experts and advisors, as it deems necessary to carry out its

duties. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company.

3. Reports; Minutes. The Committee shall report regularly to the Board with respect to its meetings, decisions and recommendations. The Committee shall maintain minutes of its meetings and provide to the Board copies of such minutes and any resolutions adopted in writing pursuant to applicable law and the Company's Articles of Association.

4. Charter. The Committee shall review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for approval.

IV. Duties and Responsibilities

The Committee shall take such actions as it deems advisable in order to fulfill its purposes and carry out its duties. Specifically, the Committee shall:

- establish criteria for selecting Board nominees and adopt (and modify, if the Committee finds appropriate) formal written procedures addressing the nominations and selection process;
- at an appropriate time prior to each annual meeting of shareholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment and pursuant to the criteria established by the Committee, has found to be well qualified and willing and available to serve;
- at the Committee's discretion, at an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee may, but is not obligated to, recommend to the Board to fill the vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment and pursuant to the criteria established by the Committee, has found to be well qualified and willing and available to serve. For the avoidance of doubt, subject to applicable law and the Company's Articles of Association, there is no requirement to fill such vacancies up to the maximum number of directors permitted under the Company's Articles of Association; and
- in appropriate circumstances, in its discretion, consider and recommend the removal of a director for cause, in accordance with the applicable provisions of the Company's Articles of Association and applicable law.

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