

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

FORM 20-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) 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 December 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

Date of event requiring this shell company report _____

For the transition period from _____ to _____

Commission file number 0-30070

AUDIOCODES LTD.

(Exact name of Registrant as specified in its charter and translation of Registrant's name into English)

ISRAEL

(Jurisdiction of incorporation or organization)

6 Ofra Haza Street, Park Naimi Building A, Or Yehuda 6032303, Israel

(Address of principal executive offices)

Shabtai Adlersberg, President and Chief Executive Officer, Tel: 972-3-976-4105 6 Ofra Haza Street, Park Naimi Building A, Or Yehuda 6032303,
Israel

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, nominal value NIS 0.01 per share	AUDC	Nasdaq Global Select Market

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

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

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.

As of December 31, 2024, the Registrant had outstanding 29,679,755 Ordinary Shares, nominal value NIS 0.01 per share.

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

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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 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 transition 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.

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.

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 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

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PRELIMINARY NOTE

This Annual Report on Form 20-F, or this Annual Report, contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. These forward-looking statements can generally be identified as such because the context of the statement will include words such as may, “will,” “intends,” “plans,” “believes,” “anticipates,” “expects,” “estimates,” “predicts,” “potential,” “continue,” or “opportunity,” the negative of these words or words of similar import. Similarly, statements that describe our business outlook or future economic performance, anticipated revenues, expenses or other financial items, introductions and advancements in development of products, and plans and objectives related thereto, and statements concerning assumptions made or expectations as to any future events, conditions, performance or other matters, are also forward-looking statements. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those stated in such statements. Factors that could cause or contribute to such differences include, but are not limited to, those set forth under Item 3.D, “Key Information - *Risk Factors*” of this Annual Report.

Our actual results of operations and execution of our business strategy could differ materially from those expressed in, or implied by, the forward-looking statements. In addition, past financial and/or operating performance is not necessarily a reliable indicator of future performance, and you should not use our historical performance to anticipate results or future period trends. We can give no assurances that any of the events anticipated by the forward-looking statements will occur or, if any of them do, what impact they will have on our results of operations and financial condition. In evaluating our forward-looking statements, you should specifically consider the risks and uncertainties set forth under Item 3.D, “Key Information - *Risk Factors*” of this Annual Report.

PART I

Unless the context otherwise requires, “AudioCodes,” “us,” “we” and “our” refer to AudioCodes Ltd. and its subsidiaries. Unless otherwise indicated in this Annual Report, all currency references are to U.S. dollars, or dollars.

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

A. [RESERVED]

B. *CAPITALIZATION AND INDEBTEDNESS*

Not applicable.

C. *REASONS FOR THE OFFER AND USE OF PROCEEDS*

Not applicable.

D. *RISK FACTORS*

We are subject to various risks and uncertainties. Many of the risks summarized and then discussed in greater detail below relate principally to our business, strategy and the industry in which we operate. Other risks relate principally to financial and economic concerns, our operations in Israel, legal, regulatory and tax considerations and ownership of our ordinary shares. We believe that the occurrence of any single, or a combination, of the following factors could have a material and adverse effect on our business, financial condition, cash flow and results of operations.

Summary of Risk Factors

The following is a summary of some of the principal risks we face. The list below is not exhaustive and, therefore, investors should read this “Risk Factors” section in its entirety:

- Adverse macroeconomic conditions, including inflationary pressures and potential recessionary conditions, as well as actions taken by central banks and regulators across the world (including the U.S. government’s debt ceiling policies and contemplated or actual budget and tax cuts) in an attempt to reduce, curtail and address such pressures and conditions;
- Our quarterly results of operations have fluctuated in the past and we expect these fluctuations to continue, any actual or anticipated fluctuations in our results of operations could require that we issue revised guidance, and the failure to meet the expectations of our investors or analysts could have a material and adverse impact on our share price;
- Our business will be harmed if Microsoft or our other contact center, unified communications and ALL-IP project partners abandon or fail to achieve the expected growth of solutions compatible with our products or if we are unable or unwilling to change our products when and as may be required in order to remain a certified partner;
- If our new products fail to generate anticipated demand, we will realize a lower-than-expected return from our investment in research and development;
- Rapid technological development in the communications equipment market necessitates that we effectively manage transition to the next generation of our products;
- The increased adoption of IP networks may adversely affect the demand for media gateway products;
- Our results of operations could be materially and adversely affected if we cannot keep pace with technological changes impacting the development of our products and implementation of our business needs, including with respect to automation and the use of artificial intelligence, or AI;
- New industry standards, the modification of our products to meet additional existing standards or the addition of features to our products may delay the introduction of our products or increase our costs;
- Because we sell most of our products and services to customers who function as intermediaries, such as original equipment manufacturers, or OEMs, network equipment providers, or NEPs, system integrators, carriers/service providers, resellers and distributors, rather than directly to end-users, we are heavily reliant on such intermediaries and have less control over the ultimate selection of products by end-users;
- The markets we serve are highly competitive and several of our competitors have competitive advantages over us, which may make it difficult for us to maintain profitability;
- We rely on (i) third-party subcontractors to assemble, and original design manufacturers, or ODMs, to design and manufacture, some of our products, and (ii) third-party suppliers to provide us with key components on a timely basis;
- We may need additional financing to operate or grow our business;

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- Uncertain economic conditions, macroeconomic changes and trade wars (such as the trade war between the U.S., on the one hand, and China, Mexico and Canada, on the other) may materially and adversely affect our business;
- The attack on Israel in October 2023 and the ensuing war with the Hamas terror organization, along with related conflicts with their supporters in Lebanon (with the Hezbollah terror organization), Yemen (with the Houthi movement), Syria and Iran, have led to an emergency call up of reserve army soldiers and caused disruption and uncertainty in Israel, including in terms of personal safety, damage to property, economic outlook, geopolitical tensions, the war effort and toll more generally, and any related ceasefires may not be sustained in the near- or long-term, if at all;
- Political, economic and military conditions in Israel directly affect our operations and we are subject to specific risks, such as (i) fluctuations in the value of the dollar against the NIS, and (ii) labor disputes and strikes;
- We are subject to ongoing costs, limitations and risks associated with complying with a wide range of rapidly changing and evolving laws and regulations in multiple jurisdictions, including with respect to intellectual property rights and protection, data privacy, AI and machine learning, the use of sustainable materials in our products, electronic waste disposal and the export control of encryption technology;
- Our results of operations could be materially and adversely affected if we cannot keep pace with technological changes impacting the development of our products and implementation of our business needs, including with respect to automation and the use of AI and machine learning, and any such new technology and/or products may cause us to become less competitive, and higher levels of capital expenditures may be necessary in order to remain competitive;
- We have a significant presence in international markets and plan to continue to expand our international operations, which exposes us to certain risks that could affect our future growth;
- The transition to a new presidential administration in the United States, including the potential use and effects of tariffs to address the administration's policy goals, could materially impact the macroeconomic framework in which we operate;
- There are significant global shortages of critical components that we utilize in our products and therefore, we may not be able to manufacture sufficient quantities to meet market demand; and
- Our wage-related expenses in Israel have increased exponentially as a result of the ongoing shortage of skilled research and development, or R&D, employees in Israel, which is causing heightened competition to recruit new skilled R&D employees.

Risks Related to Our Business, Strategy and Industry

The attack on Israel in October 2023, and the ensuing war with the Hamas terror organization and related conflicts with their supporters, could have a material adverse effect on our business, financial position, operating results and cash flow.

On October 7, 2023, terrorists from Hamas and other terrorist organizations infiltrated Israel's southern border from the Gaza Strip and conducted a series of attacks on civilian and military targets, including widespread killings and kidnappings. Shortly following the attack, Israel declared war against Hamas. A ceasefire between the sides took effect in mid-January 2025 but hostilities have since resumed on a limited scale, and future developments are unpredictable. In addition, since the commencement of these events, there have been continued hostilities along Israel's northern border with Hamas supporters, including Lebanon (with the Hezbollah terror organization) and Syria. The aggressors have utilized, and could continue to use, terror, rocket and drone attacks, which target locations throughout Israel and cause substantial disruption and damage. In response to these attacks, the Israeli army initially carried out targeted strikes on Hezbollah in southern Lebanon and targets in Syria, followed by a ground incursion into southern Lebanon beginning in late September 2024. A ceasefire between Israel and Hezbollah came into effect in late November 2024 but there is no certainty that this ceasefire will be sustained or complied with, if at all. Israel may not be able to defend effectively against such attacks and such attacks could have a material and adverse impact on our business, operations and financial condition.

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Iran also joined the hostilities with several significant missile attacks against Israel, and the Houthi movement, which controls parts of Yemen, fired missiles at Israel and sent unmanned aerial vehicles carrying explosives to Israel and launched a number of rocket attacks targeting Israel's southern border and attacks on marine vessels traversing the Red Sea, which marine vessels were thought to either be in route towards Israel or to be partly owned by Israeli businessmen. It is possible that these hostilities will escalate, and that other terrorist organizations, including the Palestinian military organizations in the West Bank as well as other hostile countries will join the hostilities.

To date, none of our facilities or infrastructure have been damaged nor have our supply chains been significantly impacted since the war commenced in October 2023. However, we cannot predict the ultimate effect that the ongoing war and hostilities will have on us, including our supply chain and our ability to ship products from Israel, and any increase in these hostilities or any future armed conflict, political instability or violence in the region. Additionally, some of our officers and employees in Israel are obligated to perform annual military reserve duty and are subject to being called for additional active duty under emergency circumstances. For example, in connection with the war with Hamas and conflicts with its supporters described above, some of our employees were called up to serve in the army. Some of our employees live within conflict area territories and may be forced to stay at home instead of reporting to work. If many of our employees are called for active duty, or forced to stay at home, our operations in Israel and our business may be materially and adversely affected.

A number of countries and organizations continue to restrict or ban business with Israel or Israeli companies, or companies doing business with Israel or Israeli companies, which may limit our ability to make sales in those countries. The war with Hamas and conflicts with its supporters have also led to a reduction in the number of airlines and flights to Israel as well as a threat to shipping lines. In addition, there have been increased efforts by activists to cause companies and consumers to boycott Israeli goods based on Israeli government policies. Such actions, particularly if they become more widespread, may adversely impact our ability to sell our products. Moreover, any deterioration in the capital markets resulting directly or indirectly from the ongoing conflict could limit our ability to obtain external financing.

We cannot predict the full impact of the war with Hamas and the related conditions on us in the future, particularly if emergency circumstances or geopolitical tensions continue, any aspect of which could have a material adverse effect on our business, financial position, operating results and cash flows. To the extent that the ongoing war with Hamas and conflicts with its supporters materially and adversely affects our business and financial results, such may also have the effect of heightening many of the other risks described in this Item 3.D, "*Risk Factors*."

Epidemics, pandemics, global health crises, or other public health events, threats and concerns, including, but not limited to, any resurgence of COVID-19, could have a material adverse effect on our business, financial position, operating results and cash flows.

Epidemics, pandemics, global health crises, or other public health events, threats and concerns, including, but not limited to, the global spread of COVID-19, Ebola, the H1N1 flu virus, the Zika virus, Severe Acute Respiratory Syndrome and other highly communicable diseases, outbreaks of which have occurred fairly recently in various parts of the world in which we operate, could adversely impact our operations, the operations of our clients and the global economy, including the level of demand for our services.

In particular, a resurgence of COVID-19, including its highly contagious variants and sub-lineages, could present significant and additional challenges and risks to businesses around the world. Governmental authorities of many countries, including Israel and the United States, previously implemented, and could elect to re-implement, significant measures to control any resurgence of COVID-19, including temporary closure of businesses, severe restrictions on travel and the movement of people, and other material limitations on the conduct of businesses.

In response to the COVID-19 pandemic, we previously implemented remote working and workplace protocols for our employees in Israel in accordance with Israeli Ministry of Health requirements and similar arrangements in other countries in which we operate. Similarly, to ensure business continuity, other companies and contact centers were compelled to transition their employees quickly from a physical office to a Work from Home, or WFH environment. This in turn led to increased demand for uCaaS (UC as a Service) and video conferencing solutions, such as Microsoft Teams and Zoom, as well as WFH agent solutions for contact centers. As a result of these recent trends, we have experienced an increased demand for our related products and solutions.

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In response to such increased demand, we previously launched WFH promotions and solutions aimed at helping companies offer reliable and high-quality voice communications for WFH employees and contact center agents. Businesses that previously were unable to transition to WFH, or faced challenges in their implementation of WFH arrangements due to aging or inappropriate communications solutions, have begun, and will likely continue, to adopt policies and technologies to better prepare them for future foreseeable and unforeseeable events that prevent employees from working in a physical on-site office, a trend which has provided a direct benefit to our business. While we believe that more businesses may ultimately decide to transition to WFH, either fully or partially, as a continuing alternative to the manner in which they conducted their operations before the COVID-19 pandemic, any material decreases to the use of WFH could have a material and adverse effect on our business, operations and financial condition.

The resurgence or discovery of any new strains of COVID-19, the development, availability and effectiveness of treatments or vaccines for COVID-19 or any other global health crisis could materially impact our business and operations. Therefore, we can give no assurances that any resurgence of COVID-19 or any other global health crisis will not have a material adverse effect on our financial position or results of operations in 2024 and beyond.

To the extent a resurgence of COVID-19 or any other global health crisis adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this “Risk Factors” section, such as those relating to our ability to comply with the covenants contained in the agreements that govern our indebtedness or our ability to access additional capital should the need arise.

We have invested significant resources in developing products compatible with Microsoft Skype for Business, Microsoft Teams and related solutions of our other partners. If Microsoft or our other contact center, unified communications and ALL-IP project partners, such as Genesys, Zoom, Avaya or the BroadSoft division of Cisco, abandon their solutions compatible with our products, decide to promote products of our competitors instead of our own products (including as a result of acquiring one of our competitors), become unwilling to continue to recognize AudioCodes as a partner or fail to achieve the expected growth of solutions compatible with our products, our results of operations will be adversely affected.

We have invested significant resources in complying with Microsoft’s requirements for the purpose of becoming a Microsoft recognized partner for their unified communication solutions for the enterprise market, which are known as Microsoft Skype for Business (formerly known as Microsoft Lync) and Microsoft Teams. We have adapted some of our gateway products, IP phones, session border controllers, survivable branch applications, value added applications and professional services to operate in the Skype for Business and Teams environments. We believe that recognition as a Microsoft partner and having our products certified by Microsoft, when such a certification program exists, enhances our access to and visibility in markets relevant to our products. We depend on users of Skype for Business and Teams selecting our compatible products and purchasing them. If Microsoft abandons or significantly changes Skype for Business and Teams, decides to promote our competitors’ products instead of ours (including as a result of an acquisition of one of our competitors), becomes unwilling to continue to recognize AudioCodes as a Skype for Business and Teams partner or fails to achieve the expected growth of Skype for Business or Teams, our results of operations will be adversely affected.

Similarly, we have invested in the development of products and capabilities and achieving certifications for the solutions of other partners of ours, such as Genesys and Avaya contact centers, Zoom phone or BroadSoft’s BroadWorks and BroadCloud (acquired by Cisco). If those partners decide to promote products of our competitors instead of our products, are unwilling to continue to recognize AudioCodes as a partner or fail to achieve the expected growth of solutions compatible with our products, our results of operations may be adversely affected.

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If new products we introduce or expect to introduce in the future fail to generate the level of demand we anticipated, we will realize a lower-than-expected return from our investment in research and development with respect to those products, and our results of operations may suffer.

Our success is dependent, in part, on the willingness of our customers to transition or migrate to new products, such as our (i) expanded offering of cloud session border controller products, (ii) multi-service business routers, or MSBRs, (iii) IP phones and meeting room solutions, (iv) management, (v) analytics and Voice.AI software solutions and value-added application products, (vi) services or (vii) expected future products. We continually evaluate and assess changing market demands and customer requirements in order to develop and introduce new products, features and applications to meet changing demands and requirements. We need to interpret market trends and the advancement of technology in order to successfully develop and introduce new products, features and applications. If potential customers defer transition or migration to new products, our return on our investment in research and development with respect to products recently introduced or expected to be introduced in the near future will be lower than we originally anticipated, and our results of operations may suffer.

Because of the rapid technological development in the communications equipment market and the intense competition we face, our products can become outmoded or obsolete in a relatively short period of time, which requires us to provide frequent updates and/or replacements to existing products. If we do not successfully manage the transition process to the next generation of our products, our operating results may be harmed.

The communications equipment market is characterized by rapid technological innovation and intense competition. Accordingly, our success depends in part on our ability to enhance our existing products and develop next generation products and product features in a timely and cost-effective manner. The development of new products is expensive, complex and time-consuming. If we do not rapidly develop our next generation products ahead of our competitors and address the increasingly sophisticated needs of our customers, we may lose both existing and potential customers to our competitors. Further, if a competitor develops a new, less expensive product using a different technological approach to delivering informational services over existing networks, our products would no longer be competitive. Conversely, even if we are successful in rapidly developing new products ahead of our competitors, if we do not cost-effectively manage our inventory levels of existing products when making the transition to new products, our financial results could be negatively affected by write-offs as a result of high levels of obsolete inventory. If any of the foregoing were to occur, our operating results would be harmed.

The increased adoption of IP networks may adversely affect the demand for media gateway products.

Media gateway products are primarily intended to transmit voice from traditional telephony networks to IP networks and vice versa. Along with the growth and adoption of IP networks, there has been an increase in the amount of information that is sent directly from one IP network to another IP network. This direct network communication potentially obviates the need to use a media gateway. A reduction in the demand for media gateways may adversely affect the demand for our media gateway products and, in turn, adversely affect our results of operations. This transition is ongoing and has resulted in a decline in our revenues from such products. Various regulators and service providers have announced planned deadlines for transition to all-IP networks. While this transition could result in new sales opportunities, we believe the overall trend is a decline in revenues in the media gateway business.

The ongoing transition to the use of cloud-based software creates challenges for us.

Recently, our partners have started adopting cloud-based architecture or cloud-based software as a service, or SaaS, models. For example, Microsoft offers a cloud-based alternative to Skype for Business and Teams and has encouraged business customers to use that model instead of an on-premises alternative. Moreover, the successor for Skype for Business is Teams, which by definition is cloud-based only. Many of our products are intended for on-premises use with cloud architecture, but in some scenarios, cloud architecture introduces an alternative to on-premises use. Currently, our revenue is generated primarily from on-premises deployments. The transition to cloud-based delivery impacts the architecture and role of our products in the overall solution. We may not succeed in transitioning in time or at all to the new cloud-based technologies, products, solutions and services adopted by our partners and their customers. We may not succeed in aligning our solutions with our partners' solutions and be unable to bring sufficient value to them or their end customers. Our inability to adapt to the ongoing transition to the use of cloud-based software could have an adverse effect on us. Furthermore, SaaS pay-per-use licensing models may have an adverse effect on our short-term revenue recognition.

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New industry standards, the modification of our products to meet additional existing standards or the addition of features to our products may delay the introduction of our products or increase our costs.

The industry standards that apply to our products are continually evolving. In addition, since our products are integrated into networks consisting of elements manufactured by various companies, they must comply with a number of industry standards and practices established by various international bodies and industry forums. Should new standards gain broad acceptance, we will be required to adopt those standards in our products. We may also decide to modify our products to meet additional existing standards or add features to our products. Standards may be adopted by various industry interest groups or may be proprietary and nonetheless accepted broadly in the industry. It may take us a significant amount of time to develop and design products incorporating these new standards.

Our OEM customers, potential customers or partners may develop or prefer to develop their own technical solutions, use their own internal resources as an alternative to our technical services, or purchase third-party technology or services as an alternative to our technical services, and as a result, may not buy our products.

We sell our products as components or building blocks to certain potential customers, such as large OEMs, NEPs, enterprises and carriers. These customers incorporate our products into their product offerings, usually in conjunction with value-added services of their own or of third parties. These potential customers may prefer to develop their own technology or purchase third-party technology. They could also manufacture their own components or building blocks that are similar to the ones we offer. Large customers have already committed significant resources in developing integrated product offerings. Customers may decide that this gives them better profitability and/or greater control over supplies, specifications and performance. Customers may therefore not buy components or products from an external manufacturer such as us. This could have an adverse impact on our ability to sell our products and, as a result, may reduce our revenues.

We generally sell to OEMs, NEPs, system integrators, carriers/service providers and distributors who function as intermediaries between us as an equipment supplier and the ultimate end-users of our products. As a result, we have less information with respect to the actual requirements of end-users and their utilization of equipment. We also have less influence over the choice of equipment by these end-users.

Generally, our customers are OEMs, NEPs, system integrators, carriers/service providers and distributors, rather than the end-users of equipment that we supply. These customers usually purchase equipment from several suppliers and may be trying to fulfill their end-user customers' specific technical specifications. We rely heavily on these customers for sales of our products and to inform us about market trends and the needs of their end-user customers. We cannot be certain that this information is accurate. If the information we receive is not accurate, we may be manufacturing products for which no customer demand exists or fail to manufacture products that end-users want. Because we sell most of our products to customers who function as intermediaries rather than directly to end-users, we are heavily reliant on such intermediaries and have less control over the ultimate selection of products by end-users.

The markets we serve are highly competitive and several of our competitors have competitive advantages over us, which may make it difficult for us to maintain profitability.

Competition in our industry is intense, and we expect competition to increase in the future. Our competitors currently sell products that provide similar benefits to those that we sell. There has been a significant amount of merger and acquisition activity, frequently involving major telecommunications equipment manufacturers acquiring smaller companies, as well as strategic alliances entered into by competitors. We expect that these activities will result in an increasing concentration of market share among these companies, many of whom are our customers.

In the area of enterprise session border controllers, we compete with Oracle, Ribbon Communications, Alianza (acquired Metaswitch from Microsoft), TE-Systems and Ingate.

In the area of low and mid-density digital gateways we face competition from companies such as Ribbon Communications, Cisco, Dialogic, NewRock, Patton, Ferrari and Sangoma.

Our competitors in the area of multi-service business routers are companies such as Cisco, Juniper, Adtran, One-Access (acquired by Ekinops), MicroTik and Huawei.

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Our competitors in the area of VoiceAI Connect (connectivity solutions for Voice Conversational AI) include CPaaS companies, such as Twilio, open source projects, such as Jambonz, and integrated voice gateways from Conversational AI and Contact Center vendors, such as Cognigy, Genesys and Verint.

Our competitors in the area of call recording, compliance recording and convenient include companies such as Verint, NICE, ACS, Red Box (acquired by Uniphore), Teleware and Dubber.

Our competitors in the area of Conversational IVR, Speech Attendants include, but are not limited to, Nuance, Parlance and other contact center vendors which provide IVR solutions.

Our competitors in the area of applications leveraging speech recognition and conversational AI technology include companies such as Twilio, Nuance (acquired by Microsoft) and IBM, as well as Contact Center vendors such as Genesys, NICE and Five9. Some public cloud providers offer technology and services that partially overlap with ours and several smaller startup companies are also developing competing solutions.

Our competitors in the area of SmartTAP360 and Interaction Insights live, which focus mainly on compliance and quality recording in conjunction with Microsoft Teams, include, among others, ASC, Red Box (acquired by Uniphore), Dubber, CallCabinet, Numonix, NICE and Verint. Such competitors are currently listed in the certified list of Microsoft vendors although we mainly see their presence in mid-market projects.

Our competitors in the area of Meeting Insights, which is focused on productivity enhancement, organization repository and sharing for meetings in the Microsoft Teams and Zoom, include, but are not limited to, Microsoft, Zoom, Avoma, Otter, Fireflies.AI and timeOS.

Our principal competitors in the area of IP phones and meeting room devices are “best-of-breed” IP phone vendors and end-to-end IP telephony vendors. “Best of breed” IP phone vendors sell standards-based SIP phones that can be integrated into any standards-based IP-PBX or hosted IP telephony system. These competitors include HP, Yealink, Logitech, Crestron, Neat and many others.

Our main competitor in the area of Live is the in-house implementation of projects (after buying products either directly or through an integrator). Competition is also exhibited in the form of system integrators, such as Converge One, NTT, OBS and BT, among several others, in various sizes, locations and specialties.

Some of our competitors have the ability to offer vendor-sponsored financing programs to customers. Those with broad product portfolios may also be able to offer lower prices on products that compete with ours because of their ability to recoup a loss of margin through sales of other products or services. Additionally, voice, audio and other communications alternatives that compete with our products are constantly being introduced.

Our competitors in the area of contact center include, but are not limited to, Anywhere365, Luware, Landis, ComputerTalk, Tendfor and other contact center vendors, primarily focused on the Microsoft Teams product. Our competitors in content delivery or connectivity platform, as well as Operator Connect Accelerate, Zoom exchange providers and WebEx enablement, include: (i) SIPPIO; (ii) DSTNY Group; (iii) Nuwave; and (iv) CallTower. Some of our competitors are also customers of our products and technologies.

In the future, we may also develop and introduce other products or services with new or additional telecommunications capabilities or services. As a result, we may compete directly with voice over-IP, or VoIP, companies, system integrators, value-added resellers, or VARs, and other telecommunications infrastructure and solution providers, some of which may be our current customers. Additional competitors may include companies that currently provide communication software products and services. The ability of some of our competitors to bundle other enhanced services or complete solutions with VoIP products could give these competitors an advantage over us.

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Offering to sell directly to carriers or service providers may expose us to requirements for service which we may not be able to meet.

We also sell our products directly to telecommunications carriers, service providers or other end-users. We have traditionally relied on third-party distributors and OEMs to test and/or sell our products and to inform us about the requirements of end-users. Telecommunications carriers and other service providers have great bargaining power in negotiating contracts. Generally, contracts with end-users tend to be more complex and impose more obligations on us than contracts with third-party distributors. We may be unable to meet the requirements of these contracts. If we are unable to meet the conditions of a contract with an end-user customer, we may be required to pay liquidated damages or become subject to liabilities that could result in a material adverse effect on our financial condition and results of operations.

Selling directly to end-users and VARs may adversely affect our relationship with our current third-party distributors upon whom we expect to continue to rely for a significant portion of our sales. The loss of third-party distributors and OEMs, or a decreased commitment by them to sell our products as a result of direct sales by us, could adversely affect our sales and results of operations.

We rely on third-party subcontractors to assemble and ODMs to design and manufacture some of our products, and therefore do not directly control manufacturing costs, product delivery schedules or manufacturing quality.

Our products are assembled and tested by third-party subcontractors. As a result of our reliance on third-party subcontractors, we cannot directly control product delivery schedules. We have in the past experienced delays in delivery schedules. Any problems that occur and persist in connection with the delivery, quality or cost of the assembly and testing of our products could have a material adverse effect on our business, financial condition and results of operations. This reliance could also lead to product shortages or quality assurance problems, which, in turn, could lead to an increase in the costs of manufacturing or assembling our products.

In addition, we have engaged several ODMs based in Asia to design and manufacture some of our products and may engage additional ODMs in the future. Any problems that occur and persist in connection with the delivery, quality, cost of the assembly or testing of our products, as well as the termination of our commercial relationship with an ODM or the discontinuance of the manufacturing of the respective products could have a material adverse effect on our business, financial condition and results of operations.

If a small number of third-party suppliers do not provide us with key components on a timely basis, we may not be able to deliver our products to our customers, and substantial reengineering costs may be incurred.

Texas Instruments Incorporated, DSPG and Rockchip, collectively, supply all of the chips for our signal processor product line. Our signal processor line is used both as a product line in its own right and as a key component in our other product lines. Motorola and Cavium Networks manufacture all of the communications and network processors currently used in our embedded communications boards and network products.

We have not entered into any long-term supply agreements or alternate source agreements with our suppliers and, while we maintain an inventory of critical components, our inventory of chips would likely not be sufficient if we had to engage an alternate supplier for any portion of these components.

An unexpected termination of the supply of the chips provided by Texas Instruments, DSPG, Rockchip or the communications processors supplied by Motorola or Cavium Networks or disruption in their timely delivery would require us to make a large investment in capital and personnel to shift to using chips or signal processors manufactured by other companies and may cause a delay in introducing replacement products. Customers may not accept an alternative product design. Supporting old products or redesigning products may make it more difficult for us to support our products.

We depend on other sole source suppliers to produce components for us without the benefit of long-term supply agreements or alternative source agreements.

Some of our sole source suppliers custom produce components for us based upon our specifications and designs while other of our sole source suppliers are the only manufacturers of certain components required by our products. We have not entered into any long-term supply agreements or alternative source agreements with our suppliers and while we maintain an inventory of components from single source providers, our inventory would likely not be sufficient in the event that we had to engage an alternate supplier of these single source components. In the event of any interruption in the supply of components from any of our sole source suppliers, we may have to expend significant time, effort and other resources in order to locate a suitable alternative manufacturer and secure replacement components. If no replacement components are available, we may be forced to redesign certain of our products. Any such new design may not be accepted by our customers. A prolonged disruption in supply may force us to redesign and retest our products. Any interruption in supply from any of these sources or an unexpected technical failure or termination of the manufacture of components could disrupt production, thereby adversely affecting our ability to deliver products and to support products previously sold to our customers.

In addition, if demand for telecommunications equipment increases, we may face a shortage of components from our suppliers. This could result in longer lead times, increases in the price of components and a reduction in our margins, all of which could adversely affect the results of our operations.

We have depended, and expect to continue to depend, on a small number of large customers. The loss of one of our large customers or the reduction in purchases by a significant customer or failure of such customer to pay for the products it purchases from us could have a material adverse effect on our revenues.

In 2024, 2023 and 2022, sales to Westcon Group, our largest customer in 2024, accounted for approximately 13.3%, 16.3% and 15.1%, respectively, of our total revenues, and sales to ScanSource Communications Group accounted for approximately 11.7%, 10.3% and 10.0%, respectively, of our total revenues. Both ScanSource and Westcon act as distributors or perform order fulfillment for smaller orders from other customers and do not purchase products for internal use. If we lose a large customer, or if purchases made by such customers are significantly reduced, or if a large customer fails to pay for the products it purchases from us, our revenues and results of operations could be adversely affected.

Our products generally have long sales cycles and implementation periods, which increase our costs in obtaining orders and reduce the predictability of our revenues.

Our products are technologically complex and are typically intended for use in applications that may be critical to the business of our customers. Prospective customers generally must make a significant commitment of resources to test and evaluate our products and to integrate them into larger systems. Many of our customers are large organizations with complex and lengthy evaluation, decision making and negotiation processes. As a result, our sales process is often subject to delays associated with lengthy approval processes that typically accompany the design and testing of new communications equipment. The sales cycles of our products to new customers are approximately six to twelve months after a design win, depending on the type of customer and complexity of the product. This time period may be further extended because of internal testing, field trials and requests for the addition or customization of features or acceptance testing. This delays the time until we realize revenue and results in significant investment of resources in attempting to make sales.

Long sales cycles also subject us to risks not usually encountered in a short sales span, including customers' budgetary constraints, internal acceptance reviews and cancellation. In addition, orders expected in one quarter could shift to another because of the timing of customers' procurement decisions. The time required to implement our products can vary significantly with the needs of our customers and generally exceeds several months; larger implementations can take multiple calendar quarters. This complicates our planning processes and reduces the predictability of our revenues.

Our independent sales representatives may fail to market our products effectively.

A significant portion of our marketing and sales involves the aid of independent sales representatives that are not under our direct control. We cannot be certain that our current independent sales representatives will continue to distribute our products or that, even if they continue to distribute our products, they will do so successfully. These representatives are not subject to any minimum purchase requirements and can discontinue marketing our products at any time. In addition, these representatives often market the products of our competitors. Accordingly, we must compete for the attention and sales efforts of our independent sales representatives.

Our products could contain defects, which would reduce sales of those products or result in claims against us.

We develop complex and evolving products. Despite testing by us and our customers, undetected errors or defects may be found in existing or new products. The introduction of products with reliability, quality or compatibility problems could result in reduced revenues, additional costs, increased product returns and difficulty or delays in collecting accounts receivable. The risk is higher with products still in the development stage, where full testing or certification is not yet completed. This could result in, among other things, a delay in recognition or loss of revenues, loss of market share or failure to achieve market acceptance. We could also be subject to material claims by customers that are not covered by our insurance.

Obtaining certification of our products by national regulators may be time-consuming and expensive. We may be unable to sell our products in markets in which we are unable to obtain certification.

Our customers may expect us to obtain certificates of compliance with safety and technical standards set by national regulators, especially standards set by U.S. or European regulators. There is no uniform set of standards, and each national regulator may impose and change its own standards. National regulators may also prohibit us from importing products that do not conform to their standards. If we make any change in the design of a product, we are usually required to obtain recertification of the product. The process of certification may be time-consuming and expensive and may affect the length of the sales cycle for a product. If we are unable to obtain certification of a product in a market, we may be unable to sell the product in that market.

The growth in our product portfolio means that we have to service and support more products. This may result in an increase in our expenses and an adverse effect on our results of operations.

The size of our product portfolio has increased and continues to increase. As a result, we are required to provide product support to our customers. Customers have requested that we provide a contractual commitment to support a product for a specified period of time. This period of time may exceed the working life of the product or extend past the period of time that we may intend to manufacture or support a product. We are dependent on our suppliers for the components (hardware and software) needed to provide support and may be unable to secure the components necessary to satisfy our service commitments. We do not have long-term contracts with our suppliers, and they may not be obligated to provide us with products or services for any specified period of time. We may need to purchase an inventory of replacement components and parts in advance in order to try to provide for their availability when needed. This could result in an increased risk of write-offs with respect to our replacement component inventory to the extent that we cannot accurately predict our future requirements under our customer service contracts. If any of our component suppliers cease production, cease operations or refuse or fail to make timely delivery of orders, we may not be able to meet our contractual commitments for product support. We may be required to supply enhanced components or parts as substitutes if the original versions are no longer available. Product support may be costly and any extra service revenues may not cover the hardware and software costs associated with providing long-term support.

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Our results of operations could be materially and adversely affected if we cannot keep pace with technological changes impacting the development of our products and implementation of our business needs, including with respect to automation and the use of AI.

We use internally developed and third-party developed machine learning and AI technologies in our offerings and business, and we are making investments in expanding our AI-related capabilities in our products, services and tools, including ongoing deployment and improvement of existing machine learning and AI technologies. Over the last decade, AudioCodes has developed a range of software-based voice productivity solutions through our Voice.AI business line. These include the Voca range of conversational AI-related solutions that incorporate voice recognition, AI and machine learning technologies, SmartTAP 360° Live, an intelligent, secure enterprise compliance recording solution, Meeting Insights, an innovative tool for easily capturing and organizing all meeting-generated content and Voice.AI Connect a cloud-based solution that simplifies the integration of any cognitive voice service and bot framework with any voice or telephony channel to deliver an enhanced customer service experience.

Our success depends on our ability to keep pace with rapid technological changes affecting the development of our products and implementation of our business needs. Emerging technological trends such as AI, machine learning and automation are impacting industries and business operations. If we do not sufficiently invest in new technology and industry developments, appropriately implement new technologies or evolve our business at sufficient speed and scale in response to such developments, or if we do not make the right strategic investments to respond to these developments, our products, results of operations and ability to develop and maintain our business could be negatively affected. Our competitors or other third parties may incorporate AI technologies into their services, products and business more quickly or more successfully than us, which could impair our ability to compete effectively and materially and adversely affect our results of operations and financial condition.

As part of our go to market strategy, we have become certified solution partners of technological leaders such as Microsoft, Genesys and BroadSoft (acquired by Cisco). These companies change their go to market strategy and product mix and technology requirements often and do so on reasonably short notice. We may be unable or unwilling to change our products in time and as may be required in order to remain a certified partner.

In recent years we have invested heavily in our product offerings that meet the requirements of the Microsoft Skype for Business and Microsoft Teams ecosystems. The nature of this Microsoft solution is undergoing major change and, as part of this change, we are witnessing a shift from on-premises solutions to cloud-based or hybrid on-premises and cloud-based solutions. This directly impacts the suitability of our products to end-users and impacts end-user demand for products in a changing technical environment. In 2018, Cisco completed the acquisition of BroadSoft. This acquisition has impacted BroadSoft's directions and future developments, and, as a result, our investment in compatibility with the BroadSoft BroadWorks and BroadCloud solutions. These changes have affected, and may continue to affect, the revenues we derive from selling into BroadSoft/Cisco solutions. Genesys, a long-term partner of ours, is also in the process of shifting from on-premises solutions to cloud-based or hybrid on-premises and cloud-based solutions, with potential impact on the suitability and demand of our products in Genesys contact center deployments. We have little control and influence over the third parties with whom we engage, and therefore, any alterations or changes made by such third-party partners can negatively impact the results of our operations on reasonably short notice. We may be unable to recover or adapt to such changes.

Growing emphasis by the investment community, regulators and other stakeholders on environmental, social and governance-related matters could impact our business and operations.

Members of the investment community have in the past several years heavily factored in a company's commitment to environmental, social and governance, or ESG, -related initiatives and sustainability performance as part of their overall investment thesis and strategy, and, to the extent still emphasized, such investors could elect to eventually forego their investment in us to the extent we fail to satisfy such metrics. Moreover, the increased focus by regulators and other stakeholders on ESG-related practices and disclosures has created, and will likely create for the foreseeable future, increased pressure regarding the enhancement of, and modification to, our disclosure and governance practices. Recently, there has been a growing concern and emphasis by governmental agencies regarding the effects of climate change on the environment and the need to make disclosures to investors regarding a company's environmental footprint. For example, on March 6, 2024, the SEC has sought to adopt rules requiring public companies to include certain climate-related disclosures in their respective registration statements and annual reports filed with the SEC, including climate-related financial statement metrics, greenhouse gas emissions and climate-related targets and goals, and management's role in managing material climate-related risks. A number of state legislators and regulators, including California laws S.B. 253, S.B. 261 and A.B. 1305 in the State of California, as well as non-U.S. governmental agencies (such as the EU's Corporate Sustainability Reporting Directive), have adopted or are currently considering proposing or adopting other rules, regulations, directives, initiatives and laws requiring ESG-related disclosures or limiting (or affirmatively requiring) certain ESG-related conduct. In the event that we were to become subject to any of the newly adopted climate change and/or ESG-related disclosure regimes, including in the United States, Europe and elsewhere, it could require us to, among other things, (i) restrict or limit our operating activities or other conduct, (ii) make material capital improvements and expend material capital resources in connection with such compliance efforts, and (iii) alter our business and operational strategy more generally. Furthermore, there continues to be a lack of consistent proposed climate change and ESG-related legislation, which creates regulatory and economic uncertainty. Separately, enhanced climate-related disclosure requirements and obligations could lead to reputational or other harm with customers, regulators, investors or other stakeholders and could also increase our litigation risks relating to statements alleged to have been made by us or others in our industry regarding climate change risks, or in connection with any future disclosures we may make regarding reported emissions, particularly given the inherent approximations, estimations and uncertainties with respect to calculating, determining and reporting greenhouse gas emissions. Additionally, governmental regulators, including the SEC, have also from time to time applied additional scrutiny to existing climate change-related assertions in public disclosures, increasing the potential for enforcement if any such governmental regulator were to allege that our climate change-related disclosures are misleading or deficient. As a result of the foregoing, we currently face, and are likely to continue to face, increasing pressure regarding our ESG-related disclosures, practices, initiatives and sustainability performance in the near- and long-term. We continue to monitor for these changes and their potential impact on our business, financial condition and industry at large, and seek to implement measures to comply with all such newly implemented requirements; however, given the rapidly changing nature of these rules, regulations, directives, initiatives and laws, and the heightened regulatory scrutiny being applied by governmental agencies across numerous jurisdictions, it is not possible to predict how such matters will ultimately impact our business or that of our critical counterparties at this time.

Financial and Economic Risks

High rates of global inflation and the occurrence of a recession could have a material and adverse impact on our business, results of operations and financial condition.

During 2022 and 2023, the global markets experienced, and continue to experience, higher rates of inflation as a result of several market factors, including in the form of increased costs pertaining to labor, materials, shipping and overhead. Throughout 2022 and into 2023, the Federal Reserve in the United States increased the federal funds rate target range to combat inflation, reaching a range of 5.25% to 5.50% in July 2023. Although the Federal Reserve has announced three rate decreases since that time, with the most recent cut made in December 2024 to a target range of 4.25% to 4.50%, interest rates still remain relatively high. The national economy in the United States in particular continues to experience elevated levels of inflation. As of December 31, 2024, the year over year consumer price index increase was 2.9% primarily driven by increases in food, transportation, and shelter prices. As a result of these inflationary pressures, governments in many countries implemented tighter monetary policies (including in the form of higher interest rates), which could slow the growth rate of local economies and restrict the availability of credit and financing. Interest rates may increase further, or they may remain at current levels for the near-term, and this new interest rate environment could materially and adversely affect our business, the counterparties with which we interact and the global economy at large. We believe that our financial condition and results of operations have thus far not been materially impacted by inflationary pressures; however, as a result of inflationary pressures, more organizations have sought to deploy technology on a “pay per use” subscription model, leveraging advances in cloud-based technologies (such as Unified Communications as a Service and Contact Center as a Service).

To the extent the current rates of inflation and shifts in fiscal and monetary policy result in prolonged and slower growth or a recession, it could have a material and adverse effect on the demand for our products and services and, in the process, our business, results of operations and financial condition as a whole, including with respect to general and administrative expenses as a percentage of total revenue. Moreover, in the event that a global recession were to occur, it could adversely impact the critical counterparties that we engage, including in the form of a decrease in the products and services they seek to obtain from us. We continue to monitor our operations and will seek to take appropriate actions to mitigate the potential impact of heightened inflation on our business. Nevertheless, there can be no assurances that we will be successful in doing so, if at all.

Material and adverse developments impacting the financial services industry at large, including the occurrence of actual (or widespread concerns regarding the potential occurrence of) defaults, illiquidity, operational failures and non-performance by financial institutions and critical counterparties, could have a material and adverse effect on our business, financial condition and results of operations.

The occurrence of actual (or widespread concerns regarding the potential occurrence of) illiquidity, operational failures, defaults, non-performance or other material and adverse developments that impact financial institutions and transactional counterparties, or other entities within the financial services industry at large, have previously caused, and could continue to cause, market-wide liquidity issues, bank-runs and general contagion across the global financial industry. For example, on March 10, 2023, Silicon Valley Bank, or SVB, was closed by the California Department of Financial Protection and Innovation and the Federal Deposit Insurance Corporation, or the FDIC, was subsequently appointed as a receiver. Similarly, on March 12, 2023, Signature Bank and Silvergate Capital Corp. were each placed into receivership. We did not maintain accounts with either bank.

Furthermore, we and other parties with whom we conduct business and engage commercially may be unable to access critical funds in deposit accounts or other accounts held with a closed or failing financial institution or pursuant to lending arrangements with such financial institutions. Accordingly, in such instance, our ability to pay our obligations, and any of our counterparties’ ability to pay their respective obligations, or enter into new commercial arrangements requiring additional payments, could be materially and adversely affected. Counterparties to SVB credit agreements and arrangements, and third parties such as beneficiaries of letters of credit, among others, could experience direct and indirect impacts from financial institutions in the future and uncertainty remains over liquidity concerns in the broader financial services industry. Any material and adverse effects from the foregoing could additionally impact the broader capital markets and, in turn, our ability to access those markets.

Our customers may require us to produce products or systems to hold in inventory in order to meet their “just in time,” or short lead time, delivery requirements. If we are unable to sell this inventory on a timely basis, we could incur charges for excess and obsolete inventory which would adversely affect our results of operations.

Our customers expect us to maintain an inventory of products available for purchase off-the-shelf subsequent to the initial sales cycle for these products. This may require us to incur the costs of manufacturing inventory without having a purchase order in place for the specific products. The VoIP industry is subject to rapid technological change and volatile customer demands, which result in a short product commercial life before a product becomes obsolete. If we are unable to sell products that are held in inventory, we will need to write off all or a part of the inventory value of these products. Write-offs and obsolescence could materially and adversely affect our operating results and financial condition. During the years ended December 31, 2024 and 2023 we wrote off inventory in the aggregate amount of approximately \$4.8 million and approximately \$1.1 million, respectively. During the year ended December 31, 2022, our inventory write off was immaterial. We have incurred and are likely to continue to incur in the near- and long-term, write-offs as a result of slow-moving items, excess inventories, discontinued products and products with net realizable value lower than cost.

The right of our customers to return products and their right to exchange products may affect our ability to recognize revenues, which could adversely affect our results of operations.

Some of our customers expect us to permit them to return some or all of the products they purchase from us. If we contractually agree to allow a customer to return products, the customer may be entitled to a refund for the returned products or to receive credit for the purchase of replacement products. If we agree to this type of contractual obligation, it could affect our ability to recognize revenues. In addition, if we are not able to resell any products that are returned, we would have to write off this inventory. This could adversely affect our results of operations.

We may need additional financing to operate or grow our business. We may not be able to raise additional financing for our capital needs on favorable terms, or at all, which could limit our ability to expand and to continue our long-term expansion plans.

We may need additional financing to operate our business, continue our longer-term expansion plans or acquire other businesses. To the extent that we cannot fund our activities and acquisitions through our existing cash resources and any cash we generate from operations, we may need to raise equity or debt funds through additional public or private financing. We cannot be certain that we will be able to obtain additional financing on commercially reasonable terms, or at all. This could inhibit our growth, increase our financing costs or cause us severe financial difficulties.

We have a limited order backlog and, therefore, if revenue levels for any quarter fall below our expectations, our results of operations will be adversely affected.

We have a limited order backlog, which makes revenues in any quarter substantially dependent on orders received and delivered in that quarter. A delay in the recognition of revenue, even from one customer, may have a significant negative impact on our results of operations for a given period. We base our decisions regarding our operating expenses on anticipated revenue trends. Our expense levels are relatively fixed and require some time for adjustment. Because only a small portion of our expenses varies with our revenues, if revenue levels fall below our expectations, our results of operations will be adversely affected.

Our gross margin could be negatively impacted by amortization expenses in connection with acquisitions, increased manufacturing costs and other factors, any of which could adversely affect our results of operations.

Our gross margin has fluctuated and been negatively affected in the past, and could continue to be negatively affected, by amortization expenses in connection with acquisitions, expenses related to share-based compensation, increases in manufacturing costs, a shift in our sales mix towards our less profitable products and services, increased customer demand for longer product warranties, fixed expenses that are applied to a lower revenue base, exchange rate fluctuations and increased cost pressures as a result of increased competition. Acquisitions of new businesses could also negatively affect our gross margin. A decrease in our gross margin could cause an adverse effect on our results of operations.

Uncertain economic conditions may adversely affect our business.

In the past, uncertain global and local economic conditions have had a significant impact on the technology industry and our major customers and potential customers. Conditions may continue to be uncertain or may be subject to deterioration, which could lead to a reduction in consumer and customer spending overall and result in an adverse impact on sales of our products. A disruption in the ability of our significant customers to access liquidity could cause serious disruptions or an overall deterioration of their businesses, which could lead to a significant reduction in their orders of our products and the inability or failure on their part to meet their payment obligations to us, any of which could have a material adverse effect on our results of operations and liquidity. A significant adverse change in a customer's financial and/or credit position could also require us to assume greater credit risk relating to that customer's receivables or could limit our ability to collect receivables related to previous purchases by that customer. As a result, our allowance for credit losses and write-offs of accounts receivable could increase.

The transition to a new presidential administration in the United States, including the potential use and effects of tariffs to address the administration's policy goals, could materially impact the macroeconomic framework in which we operate.

The transition to a new presidential administration in the United States could impact our business and operations, including the macroeconomic framework in which we operate. We are unable to precisely predict what actions the new administration will take. For example, the Trump administration has expressed various intentions to impose tariffs on certain goods or other countries to the United States, and has indicated that his administration will treat national security much differently than the current and previous presidential administrations. Since taking office in January 2025, the Trump administration has already issued numerous executive orders, and has utilized the threat of tariffs, including against Colombia, in connection with the implementation of its domestic policies. Any trade wars, through the implementation of tariffs or otherwise, could materially and adversely affect us, directly and indirectly, including by adversely impacting the supply chains for our operations, and increasing the costs of services we provide and utilize. Moreover, the change in presidential administration, as well as a transition of control in the House of Representatives and United States Senate, creates regulatory uncertainty and it remains unclear as to what specifically the President would or would not do with respect to certain programs and initiatives.

The ongoing trade war between China and the United States and its potential escalation may have an adverse effect on our business operations and revenues.

Starting in April 2018, the United States imposed a 25% tariff on steel and a 10% tariff on aluminum imports from other countries. On July 6, 2018, the United States imposed 25% tariffs on \$34 billion worth of Chinese goods. China instituted retaliatory tariffs on certain United States goods. In 2019, the United States and China implemented several rounds of tariff increases and retaliations. On January 15, 2020, the United States and China signed a Phase One trade deal pursuant to which, among other things, the United States will modify existing tariffs. In October 2022, the Biden administration issued a new set of export controls which (i) banned Chinese companies from buying advanced chips and chip-making equipment in the United States without a license, and (ii) restricted the ability of U.S. persons from providing support for the development or production of chips at certain manufacturing facilities in China. Moreover, in December 2022, the United States imposed new duties on imports from certain major solar panel makers in China after an investigation determined that such manufacturers were avoiding tariffs by finishing their products in Southeast Asian countries. More recently, President Biden signed an executive order that will make it more difficult for U.S. firms to invest in certain Chinese companies-citing national security concerns, the executive order prohibits investments in AI and quantum computing. In response to the foregoing, China implemented its own export controls on two rare elements, germanium and gallium, which the United States relies on to produce chips, fiber optics and solar panels.

In late 2024 and early 2025, a new round of trade restrictions was announced by China and the United States. For example, in December 2024, China issued further rules restricting exports of materials that can typically be used in military applications including antimony, gallium, germanium and other superhard materials. The United States thereafter issued reciprocal tariffs, increasing tariffs on many items from China from 25% to 50%, effective January 1, 2025. On February 1, 2025, the United States again further increased tariffs on imports of many products from China to 60%, and in March 2025, the United States further increased the tariff on imports of many products.

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The return of the Trump administration and its recent imposition of additional tariffs on a number of countries in 2025, including in China, Mexico and Canada, and threat of trade wars against foreign countries/regions have created even more uncertainties in international trade which may affect our business. President Trump has ordered his trade advisers to come up with “reciprocal” tariffs on U.S. trade partners to retaliate against taxes, tariffs, regulations and subsidies, thus increasing the possibility of a global trade war. If implemented, such tariffs and countermeasures could increase the cost of raw materials and components that we transport, disrupt global supply chains and create additional operational challenges. The imposition of tariffs could increase costs of the end-user products we supply that we may not be able to pass on to our customers, which could in turn cause a decrease in the sales of our products and materially and adversely affect our business and results of operations. Since we operate in the United States and deliver products and services to customers in the United States, the trade wars with China, Mexico and Canada could materially and adversely affect us, and especially if, when and to the extent escalated, may cause global economic turmoil and adversely impact the supply chain for our products, the cost of our products and the demand for our products and, thus, may have a material adverse effect on our business and results of operations. The institution of trade tariffs globally, and between the U.S., on the one hand, and China, Mexico, Canada and other jurisdictions, on the other, specifically, may negatively impact the affected countries’ economic conditions, which could negatively affect demand for our products in those countries and materially and adversely affect our business and results of operations of our customers serving the affected markets.

The prices of our products may become less competitive due to foreign exchange fluctuations.

Although we have operations throughout the world, the majority of our revenues and our operating costs in 2024 were denominated in, or linked to, the dollar. Accordingly, we consider the dollar to be our functional currency. However, a significant portion of our operating costs in 2024 (including our cost of revenues) were incurred in NIS. During 2024, the NIS depreciated against the dollar, which resulted in a decrease in the dollar costs of our operations in Israel. As a result of this differential, from time to time we may experience increases in the costs of our operations outside the United States, as expressed in dollars. If there is a significant increase or fluctuation in our expenses, we may be required to increase the price of our products, which could make our products and services less competitive in the markets in which we operate. Currently, our international sales are denominated primarily in dollars. Therefore, any devaluation in the local currencies of our customers relative to the dollar could cause customers to decrease or cancel orders or default on payment.

Our sales to European customers denominated in Euros are increasing. Sales denominated in Euros could make our revenues subject to fluctuation in the Euro/dollar exchange rate. If the dollar appreciates against the Euro, we may be required to increase the prices of our products that are denominated in Euros. In 2024, the Euro depreciated against the dollar, which resulted in an increase in the prices of our products that are denominated in Euros.

The ongoing conflict in Ukraine, including the actual (or perceived threat of an) expansion or exacerbation of such conflict, and the actions undertaken by western nations (and their allies) in response to Russia’s actions, has resulted, and could continue to result in, significant impacts on the global markets for the foreseeable future.

In February 2022, Russia launched a large-scale invasion of Ukraine, and Russia and Ukraine continue to engage in active and armed conflict. Such conflict has resulted, and will likely continue to result in, significant destruction of Ukraine’s infrastructure and substantial casualties amongst military personnel and civilians. As a result of Russia’s invasion of Ukraine, the governments of several nations have implemented commercial and economic sanctions against Russia (as well as certain banks, companies, government officials, and other individuals in Russia and Belarus). In addition to governmental entities, actors in the private sector, including, among others, tech firms, consumer brands and major manufacturers, have stopped, or previously announced that they intend to stop, operations in Russia and cease their partnerships with Russian firms, and shippers, insurance companies and refiners have similarly indicated that they will no longer purchase or ship crude oil from Russia.

In March 2022, Israel’s then Foreign Minister Mr. Yair Lapid indicated that Israel would not function as a route to bypass sanctions imposed on Russia by the United States and other western countries, and Israeli banks have elected to sever relationships with sanctioned Russian banks. Israel has not, as of the date of this Annual Report, imposed explicit sanctions on Russia or Belarus; however, it has publicly rejected Russia’s annexation of the four occupied regions of Ukraine and voiced support for Ukraine’s sovereignty and territorial integrity. Moreover, Israeli companies that have ties to the United States, the United Kingdom and the European Union could be indirectly subject to the measures imposed by such nations.

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In May 2023, in coordination with the G7, Australia, and other partners, the United States imposed new sanctions on Russia. As part of these actions, the U.S. Department of State imposed sanctions on over 200 entities, individuals, vessels, and aircraft, as well as designated certain entities and individuals (i) across Russia's defense and related materiel, technology, and metals and mining sectors and (ii) involved in expanding Russia's future energy production and capacity.

In December 2023, President Biden signed an executive order which seeks to strengthen U.S. sanctions authorities against financial facilitators of Russia's war effort and additionally provided authority to broaden U.S. import bans on certain Russian goods. Likewise, in February 2024, the United States' Treasury Department, State Department and Department of Commerce, collectively, imposed an extensive set of new sanctions on Russia, which specifically target Russia's financial sector and military-industrial operations. Such sanctions seek to restrict Russia's energy industry and limit the evasion of sanctions outside the United States, including by encompassing 500 additional persons associated with the ongoing Russo-Ukrainian conflict. Moreover, in August 2024, the United States Treasury Department imposed sanctions on more than 400 entities and persons that have supported Russia's war effort in Ukraine, including certain companies in China that the U.S. government asserted have helped Russia evade prior sanctions applied by western nations and strengthen its military efforts. The United States additionally in August 2024 added 105 Russian and Chinese firms to a trade restrictions list for ongoing alleged support of the Russian military, including by sending U.S. electronics to Russian military-related end-users as well as producing drones for Russia's use. In December 2024, the European Council introduced a further sanctions package against Russia, which, among other things, added 54 persons and 30 entities allegedly responsible for actions undermining or threatening the territorial integrity, sovereignty and independence of Ukraine to the list of persons, entities and bodies subject to restrictive measures set out in the Annex to Decision 2014/145/CFSP.

While it is not possible to predict or determine the ultimate consequences and impact of the conflict in Ukraine, such conflict could result in, among other things, significant regional instability and geopolitical shifts, and material and adverse effects on global macroeconomic conditions, financial markets, exchange rates and supply chains. To the extent negotiations between Russia and Ukraine are ultimately unsuccessful, the conflict in Ukraine could have a lasting impact in the near- and long-term on the financial condition, business and operations of our business (and the businesses of the counterparties with whom we engage), and the global economy at large.

Macroeconomic changes, including political disturbances, geopolitical instability, and trade wars, may adversely impact our business and operations.

Changes in regional and global politics are leading to changes in the globalization and harmonization trends that prevailed in recent decades. Threats of trade barriers, customs and duties and other political considerations, including mass strikes, wars, escalating or outbreak of armed hostilities, including the ongoing Russo-Ukraine war and Israel-Hamas conflict, and other crises, are causing instability in the accepted world order and the stability of financial markets. This may impact both our ability to manufacture and sell our products and services, which would affect our results of our operations and may also affect the price of our ordinary shares. Our business and operations are subject to uncertain macroeconomic changes, any of which could result in suspended operations, business interruptions, and impediments to our business. Moreover, we are subject to risks of hostilities, confiscation, deprivation of assets or military action that may directly or indirectly impact our operations, assets or financial performance in the areas where we operate. Most recently, for example, the conflict in Ukraine has resulted in, among other things, significant regional instability and geopolitical shifts, and material and adverse effects on global macroeconomic conditions, financial markets, exchange rates and supply chains. Likewise, the assaults launched by Hamas and its supporters, including Lebanon (with the Hezbollah terror organization) and Syria, has caused substantial regional instability and extreme volatility in the global markets at large. It is not possible at this time to predict or determine the ultimate consequences of the conflict in Ukraine and the ongoing war with Hamas and its supporters, which could include, among other things, greater regional instability, geopolitical shifts and other material and adverse effects on macroeconomic conditions, currency exchange rates, supply chains and financial markets.

Terrorist attacks, or the threat of such attacks, may negatively impact the global economy which may materially adversely affect our business, financial condition and results of operation and may cause the price of our ordinary shares to decline.

Financial, political, economic and other uncertainties following terrorist attacks, both domestically and throughout the world, may negatively impact the global economy. As a result, many of our customers and potential customers have become much more cautious in setting their capital expenditure budgets, thereby restricting their telecommunications procurement. Uncertainties related to the threat of terrorism have had a negative effect on global economy, causing businesses to continue slowing spending on telecommunications products and services and further lengthen already long sales cycles. Any escalation of these threats or similar future events may disrupt our operations or those of our customers, distributors and suppliers, which could adversely affect our business, financial condition and results of operations.

Any shortages in, or increased costs of, semiconductors (and other components) could adversely impact our business and financial condition, including in the form of reduced revenues and increased costs and expenses.

Since the onset of COVID-19, the semiconductor industry has experienced, and continues to experience, significant shortages in capacity, which has resulted in the elongation of the lead time required to produce semiconductors. Given that semiconductors are a key component in our business, the inability to receive sufficient amounts of semiconductors on an expedited basis could impact our ability to deliver our products and services to third parties on a timely basis or could lead to an increase in the costs of inventory and overall purchase price of components. In the event that the capacity shortage in the semiconductor industry (and other components) continues for an extended period of time in the future, it could, among other things, have a material and adverse impact on (i) our manufacturing capabilities, (ii) our customer relationships, (iii) demand for our products and services and (iv) revenue and results of operations more generally. In the event that the semiconductor shortage improves in the near-term, such industry is historically cyclical and is characterized by rapid and recurring changes in technology, price erosion, short product life cycles, fluctuations in supply and demand, and product obsolescence. Therefore, another material shortage could occur in the future. In 2023, the United States sought to tighten export control rules designed to limit the flow of artificial intelligence semiconductors to China, and the Netherlands intended to curb sales of certain ASML equipment from being sold to China's chipmakers. While 2024 generally exhibited improvements in the lead times of component supply, there are families of components which have not yet reached their pre COVID-19 supply lead times. Given the current uncertainty of the global markets, we are not able at this time to estimate the ultimate long-term impact that the shortage of semiconductors (or other components) will have on our business.

Risks Related to Operations in Israel

Conditions in Israel affect our operations and may limit our ability to produce and sell our products or raise finance and instability in the Middle East may adversely affect us.

We are incorporated under the laws of the State of Israel, and our principal executive offices and principal research and development facilities are located in the State of Israel. Political, economic and military conditions in Israel directly affect our operations. There has been an increase in unrest and terrorist activity in Israel, which has continued with varying levels of severity for many years through the current period of time. This has led to ongoing hostilities between Israel, the Palestinian Authority, other groups in the West Bank and the Gaza Strip, and the northern border with Lebanon, as well as in the Golan Heights, Iran and the Houthi movement in Yemen, including the war with Hamas launched in October 2023 and attacks on the Hezbollah terror organization in southern Lebanon as described above. The future effect of these conflicts on the Israeli economy and our operations is unclear. The Israeli-Palestinian conflict may also lead to political instability between Israel and its neighboring countries.

Political events in various countries in the Middle East, such as Syria, Iraq, Iran, Lebanon and Egypt, have weakened the stability of those countries, and have allowed extreme terrorists organizations, such as ISIS and Hamas, to operate in certain territories in the Middle East. This instability may lead to deterioration of the geo-political conditions in the Middle East. In addition, this instability has affected the global economy and marketplace through fluctuations in oil and gas prices. Any events that affect the State of Israel may impact us in unpredictable ways. For example, the global movement for a campaign of Boycott, Divestment and Sanctions (BDS) against Israel may adversely affect our sales in certain countries. We have contingency plans for alternative manufacturing and supply sources, but these plans may prove to be insufficient. Should our operations be impacted in a significant way, this may materially and adversely affect the results of our operations.

Our commercial insurance does not cover losses that may occur as a result of events associated with war and terrorism. Although the Israeli government currently covers the reinstatement value of property damage and certain direct and indirect damages that are caused by terrorist attacks or acts of war, such coverage would likely be limited, may not be applicable to our business (either due to the geographic location of our offices or the type of business that we operate) and may not reinstate our loss of revenue or economic losses more generally. Furthermore, we cannot assure you that this government coverage will be maintained or that it will sufficiently cover our potential damages, or whether such coverage would be timely provided. Any losses or damages incurred by us as a result of the current conflict in Israel, or any similar conflicts in the future, could have a material adverse effect on our business, financial conditions and results of operations.

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Additionally, a number of countries and organizations continue to restrict or ban business with Israel or Israeli companies, or companies doing business with Israel or Israeli companies, which may limit our ability to make sales in those countries. The war with Hamas and conflicts with its supporters have also led to a reduction in the number of airlines and flights to Israel as well as a threat to shipping lines. In addition, there have been increased efforts by activists to cause companies and consumers to boycott Israeli goods based on Israeli government policies. Such actions, particularly if they become more widespread, may adversely impact our ability to sell our products. Moreover, any deterioration in the capital markets resulting directly or indirectly from the ongoing conflict could limit our ability to obtain external financing.

We cannot predict the full impact of the war with Hamas and the related conditions on us in the future, particularly if emergency circumstances or geopolitical tensions continue, any aspect of which could have a material adverse effect on our business, financial position, operating results and cash flows.

We are adversely affected by the changes in the value of the dollar against the NIS and could be adversely affected by the rate of inflation in Israel, and we may incur losses as a result of our forward contracts and other hedging activities.

We generate most of our revenues in dollars and, in 2024, a significant portion of our expenses, primarily salaries, related personnel expenses and the leases of our buildings in Israel, were incurred in NIS. We anticipate that a significant portion of our expenses will continue to be denominated in NIS.

Our NIS related costs, as expressed in dollars, are influenced by the exchange rate between the dollar and the NIS. During 2024 and 2023, the NIS depreciated against the dollar, which resulted in a decrease in the dollars cost of our operations in Israel. To the extent the dollar weakens against the NIS, we could experience an increase in the cost of our operations, which are measured in dollars in our financial statements, which could adversely affect our results of operations. In addition, in periods in which the dollar appreciates against the NIS, we bear the risk that the rate of inflation in Israel will exceed the rate of such devaluation of the NIS in relation to the dollar or that the timing of such devaluations lags considerably behind inflation, which will increase our costs as expressed in dollars.

In order to manage the risks imposed by foreign currency exchange rate fluctuations, from time to time, we enter into currency forward and put and call options contracts to hedge some of our foreign currency exposure. While we have sought to hedge certain exposures to changes in foreign currency exchange rates through the use of such instruments, we cannot assure that foreign currency fluctuations will not have a material and adverse effect on our financial condition, results of operations and business. Our use of derivative transactions, including forward contracts, could additionally expose us to the risk of financial loss upon unexpected or unusual variations in the macroeconomy. Likewise, if we wish to maintain the dollar-denominated value of our products in non-U.S. markets, devaluation in the local currencies of our customers relative to the dollar may cause our customers to cancel or decrease orders or default on payment. We can provide no assurance that our hedging arrangements will be effective nor that the strategies underlying these arrangements will be successful, if at all. If any of the strategies we utilize to manage our exposure to various types of currency exchange risk is not effective, we may incur additional losses.

Because exchange rates between the NIS and the dollar continually fluctuate, exchange rate fluctuations have an impact on our profitability and period-to-period comparisons of our results of operations. For example, in 2024, the value of the dollar increased in relation to the NIS by 0.6% and the inflation rate in Israel was 3.2%. In 2023, the value of the dollar increased in relation to the NIS by 3.1% and the inflation rate in Israel was 3.0%. In 2022, the value of the dollar increased in relation to the NIS by 13.2% and the inflation rate in Israel was 5.3%. Our results of operations may be materially and adversely affected in case of a decrease in the value of the dollar to the NIS.

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The government grants we have received for research and development expenditures limit our ability to manufacture products and transfer technologies outside of Israel and require us to satisfy specified conditions. If we fail to comply with or satisfy these conditions, we may be required to refund grants previously received together with interest and penalties and/or be charged with a criminal offense.

In connection with research and development grants we received from the Israel Innovation Authority, or the IIA, we must pay royalties to the IIA on the revenue derived from the sale of products, technologies and services developed with the grants from the IIA. The terms of the IIA grants and the law pursuant to which grants are made restrict our ability to manufacture products or transfer technologies outside of Israel if the IIA grants funded the development of the products or technology, without special approvals from the IIA. Furthermore, the consideration available to our shareholders in a transaction involving the transfer outside of Israel of technology or know-how developed with the IIA funding (such as a merger or similar transaction) may be reduced by an amount of up to six times of the amounts of grants that we received from the IIA plus interest, less any royalties that we already paid. These restrictions may limit our ability to enter into agreements for such transactions without the IIA approval. We cannot be certain that any approval of the IIA will be obtained on terms that are acceptable to us, or at all.

As of December 31, 2024, we have a contingent obligation to pay royalties in the amount of approximately \$22.1 million, related to historical grants received by two of our subsidiaries.

It may be difficult to enforce a U.S. judgment against us, our officers and directors, assert U.S. securities law claims in Israel or serve process on substantially all of our officers and directors.

We are incorporated in Israel. Most of our executive officers and directors are nonresidents of the United States, and a majority of our assets and the assets of these persons are located outside the United States. Therefore, it may be difficult to enforce a judgment obtained in the United States against us or any such persons or to effect service of process upon these persons in the United States. Israeli courts may refuse to hear a claim based on a violation of U.S. securities laws because Israel is not the most appropriate forum to bring such a claim. In addition, even if an Israeli court agrees to hear a claim, it may determine that Israeli law and not U.S. law is applicable to the claim. If U.S. law is found to be applicable, the content of applicable U.S. law must be proved as a fact which can be a time-consuming and costly process. Certain matters of procedure will also be governed by Israeli law. There is little binding case law in Israel addressing these matters. Additionally, there is doubt as to the enforceability of civil liabilities under the Securities Act and the Exchange Act in original actions instituted in Israel.

Israeli law and provisions in our articles of association may delay, prevent or make difficult a merger with or an acquisition of us, which could prevent a change of control and therefore depress the price of our ordinary shares.

Provisions of Israeli law may delay, prevent or make undesirable a merger or an acquisition of all or a significant portion of our ordinary shares or assets. Israeli corporate law regulates acquisitions of shares through tender offers and mergers, requires special approvals for transactions involving significant shareholders and regulates other matters that may be relevant to these types of transactions. These provisions of Israeli law could have the effect of delaying or preventing a change in control and may make it more difficult for a third party to acquire us, even if doing so would be beneficial to our shareholders. These provisions may limit the price that investors may be willing to pay in the future for our ordinary shares. In addition, our articles of association contain certain provisions that may make it more difficult to acquire us, such as a staggered board, the ability of our board of directors to issue preferred stock and limitations on business combinations with interested shareholders. Furthermore, Israeli tax considerations may make potential transactions undesirable to us or to some of our shareholders.

The rights and responsibilities of our shareholders are governed by Israeli law which may differ in some respects from the rights and responsibilities of shareholders of U.S. corporations.

Since we are incorporated under Israeli law, the rights and responsibilities of our shareholders are governed by our articles of association and Israeli law. These rights and responsibilities differ in some respects from the rights and responsibilities of shareholders in United States corporations. In particular, a shareholder of an Israeli company has a duty to act in good faith and in a customary manner in exercising its rights and performing its obligations towards the company and other shareholders and to refrain from abusing its power in the company, including, among other things, in voting at a general meeting of shareholders on certain matters, such as an amendment to a company's articles of association, an increase of a company's authorized share capital, a merger of a company and approval of related party transactions that require shareholder approval. In addition, a controlling shareholder or a shareholder who knows that it possesses the power to determine the outcome of a shareholders' vote or to appoint or prevent the appointment of an office holder in a company or has another power with respect to a company, has a duty to act in fairness towards the company. However, Israeli law does not define the substance of this duty of fairness. Some of the parameters and implications of the provisions that govern shareholder behavior have not been clearly determined. These provisions may be interpreted to impose additional obligations and liabilities on our shareholders that are not typically imposed on shareholders of United States corporations.

Regulatory, Legal and Tax Risks

Changes in governmental regulations in the United States or other countries could slow the growth of the VoIP telephony market and reduce the demand for our customers' products, which, in turn, could reduce the demand for our products.

VoIP and other services are not currently subject to all of the same regulations that apply to traditional telephony. Nevertheless, it is possible that foreign or U.S. federal or state legislatures may seek to impose increased fees and administrative burdens on VoIP, data, and video providers. The FCC requires VoIP service providers to meet various emergency service requirements relating to delivery of 911 calls, known as E911, and to accommodate law enforcement interception or wiretapping requirements, such as the Communications Assistance for Law Enforcement Act, or CALEA. In addition, the FCC may seek to impose other traditional telephony requirements such as disability access requirements, consumer protection requirements, number assignment and portability requirements, and other obligations, including additional obligations regarding E911 and CALEA. The cost of complying with FCC regulations or similar regulations in other countries could increase the cost of providing Internet phone service which could result in slower growth and decreased profitability for this industry, which would adversely affect our business.

The enactment of any additional regulation or taxation of communications over the Internet in the United States or elsewhere in the world could have a material adverse effect on our customers' (and their customers') businesses and could therefore adversely affect sales of our products. We do not know what effect, if any, possible legislation or regulatory actions in the United States or elsewhere in the world may have on private telecommunication networks, the provision of VoIP services and purchases of our products.

Use of encryption technology in our products is regulated by governmental authorities and may require special development, export or import licenses. Delays in the issuance of required licenses, or the inability to secure these licenses, could adversely affect our revenues and results of operations.

Growth in the demand for security features may increase the use of encryption technology in our products. The use of encryption technology is generally regulated by governmental authorities and may require specific development, export or import licenses. Encryption standards may be based on proprietary technologies. We may be unable to incorporate encryption standards into our products in a manner that will ensure interoperability. We also may be unable to secure licenses for proprietary technology on reasonable terms. If we cannot meet encryption standards, or secure required licenses for proprietary encryption technology, our revenues and results of operations could be adversely affected.

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Our proprietary technology is difficult to protect, and our products may infringe on the intellectual property rights of third parties. Our business may suffer if we are unable to protect our intellectual property or if we are sued for infringing the intellectual property rights of third parties.

Our success and ability to compete depend in part upon protecting our proprietary technology. We rely on a combination of patent, trade secret, copyright and trademark laws, nondisclosure and other contractual agreements and technical measures to protect our proprietary rights. These agreements and measures may not be sufficient to protect our technology from third-party infringement, or to protect us from the claims of others.

Enforcement of intellectual property rights may be expensive and may divert the attention of management and of research and development personnel away from our business. Intellectual property litigation could also call into question the ownership or scope of rights owned by us. Additionally, our products may be manufactured, sold, or used in countries that provide less protection to intellectual property than that provided under U.S. or Israeli laws or where we do not hold relevant intellectual property rights.

Moreover, a number of aspects of intellectual property protection in the field of AI are currently under development, and there is uncertainty and ongoing litigation in different jurisdictions as to the degree and extent of protection warranted for AI and machine learning systems, as well as relevant system input and outputs. If we fail to obtain protection for the intellectual property rights concerning our AI technologies, or later have our intellectual property rights invalidated or otherwise diminished, our competitors may be able to take advantage of our research and development efforts to develop competing products, and our business, financial condition and operations could be materially and adversely impacted.

We believe that the frequency of third-party intellectual property claims is increasing, as patent holders, including entities that are not in our industry and that purchase patents as an investment or to monetize such rights by obtaining royalties, use infringement assertions as a competitive tactic and a source of additional revenue. Any intellectual property claims against us, even if without merit, could cost us a significant amount of money to defend and divert management's attention away from our business. We may not be able to secure a license for technology that is used in our products, and we may face injunctive proceedings that prevent distribution and sale of our products even prior to any dispute being concluded. These proceedings may also have a deterrent effect on purchases by customers, who may be unsure about our ability to continue to supply their requirements. We may be forced to repurchase our products and compensate customers that have purchased such infringing products. We may be forced to redesign a product so that it becomes non-infringing, which may have an adverse impact on our results of operations.

In addition, claims alleging that the development, use, or sale of our products infringes third parties' intellectual property rights may be directed either at us or at our direct or indirect customers. We may be required to indemnify such customers against claims made against them. We may be required to indemnify them even if we believe that the claim of infringement is without merit.

Multiple patent holders in our industry may result in increased licensing costs.

There are a number of companies besides us that hold patents for various aspects of the technology incorporated in our industry's standards and our products. We expect that patent enforcement will be given high priority by companies seeking to gain competitive advantages or additional revenues. We have been sued a number of times in recent years for alleged patent infringement. If holders of patents take the position that we are required to obtain a license from them, we cannot be certain that we would be able to negotiate a license agreement at an acceptable price or at all. Our results of operations could be adversely affected by the payment of any additional licensing costs or if we are prevented from manufacturing or selling a product.

We are subject to regulations that require us to use components based on environmentally friendly materials. We may be subject to various regulations relating to management and disposal of waste with respect to electronic equipment. Compliance with these regulations has increased our costs. Failure to comply with these regulations could materially adversely affect our business and results of operations.

We are subject to an increasing number of directives and regulations requiring the use of environmentally-friendly materials. For example, pursuant to a European Community directive, equipment suppliers are required to stop using specified materials that are not environmentally friendly. Some of our customers may also require products that meet higher standards than those required by the directive, such as complete removal of additional harmful substances from our products. We are dependent on our suppliers for components and sub-system modules, such as semiconductors and purchased assemblies and goods, to comply with these requirements. This may harm our ability to sell our products in regions or to customers that may adopt such directives. Compliance with these directives has required us to incur significant expenses with respect to meeting the basic requirements and the updates of those regulations and of implementing new similar regulations and directives. In addition, we may be required to pay higher prices for components that comply with those directives. We may not be able to pass these higher component costs on to our customers. Compliance with these directives has increased and could continue to increase our product design and manufacturing costs. New designs may also require qualification testing with both customers and government certification boards.

Some of our operations use substances regulated under various federal, state, local and international laws governing the environment, including laws governing the management and disposal of waste with respect to electronic equipment. We could incur substantial costs, including fines and civil or criminal sanctions, if we were to violate or become liable under environmental laws or if our products become non-compliant with environmental laws. We also face increasing complexity in our product design and procurement operations as we adjust to new and future requirements relating to the materials that compose our products. The European Union, or the EU, has enacted the Waste Electrical and Electronic Equipment Directive which makes producers of electrical goods financially responsible for specified collection, recycling, treatment and disposal of past and future covered products. Similar legislation has been or may be enacted in other jurisdictions, including the United States, Canada, Mexico, China and Japan.

Our inability or failure to comply with these regulations could have a material adverse effect on our results of operations. In addition, manufacturers of components that do not meet the new requirements may decide to stop manufacturing those components prior to the required compliance date. These actions by manufacturers of components could result in a shortage of components that could adversely affect our business and results of operations.

Our use of open source software could materially and adversely affect our ability to offer our products, subject us to actual and threatened litigation, and cause substantial harm to our financial condition and operations, generally.

We have used, and could continue to use, open source software in connection with the development and deployment of our software products. To the extent we continue to utilize open source software in the future, it could in some instances subject us to certain unfavorable conditions, including requirements that we offer our products that incorporate the open source software for no cost, that we make publicly available all or part of the source code for any modifications or derivative works we create based upon, incorporating or using any such open source software, or that we license such modifications or derivative works under the terms of the particular open source license. Companies that have elected to incorporate open source software into their products have, from time to time, been subject to claims challenging the use of such open source software and compliance with the terms of such use. Accordingly, we could be made party to a lawsuit by a third party claiming ownership of what we believe to constitute open source software or otherwise asserting noncompliance with the terms of such use. While we seek to monitor and track our use of open source software in an attempt to mitigate the risk of needing to disclose any proprietary source code, or that would otherwise breach the terms of any open source agreement, we cannot guarantee that our efforts will be successful and that all open source software has been, or will be, reviewed prior to its incorporation into our products.

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Given the lack of judicial precedent and guidance regarding each specific open software license type, there is a risk that open source software licenses that we utilize could be interpreted in a manner that imposes unanticipated conditions and restrictions on our ability to offer, provide and market our products and services. If we are ultimately found to have breached or failed to comply with any of the terms and conditions associated with any open source software license, we could be subject to, among other things, infringement claims and others forms of liability, or be required to obtain costly licenses from third parties to continue to provide our products and services on terms that are not economically advantageous or feasible, if at all. Additionally, use of open source software generally carries greater legal risks than does the use of third-party commercial software, and therefore, any open source software utilized will generally be provided without any contractual protections, warranties or other support. Any of the foregoing risks could materially and adversely affect our financial condition, results of operations and business.

We must comply with continually evolving privacy-related laws and regulations in multiple jurisdictions, including with respect to AI and machine learning.

Our use and handling of personally identifiable data is regulated at the international, federal and state levels, and we are subject to a variety of local and international privacy laws and regulations that govern the collection, use, retention, sharing, processing, export and security of personal information. The regulatory environment surrounding information security and privacy is increasingly demanding. For example, the General Data Protection Regulation, or the GDPR, which came into effect on May 25, 2018, implemented stringent operational requirements for companies that are established in the EU or, where not established in the EU, offer goods or services to individuals in the EU or monitor the behavior of individuals in the EU. Failure to comply with the GDPR can result in fines of up to EUR 20 million or up to 4% of the total worldwide annual turnover of the preceding financial year, whichever is higher. The related UK GDPR and the UK Data Protection Act of 2018, which ensures that the United Kingdom has in effect the same high standards for data protection in place as under the GDPR, impose stringent operational requirements in the United Kingdom (including through restrictions on processing of personal data and cross-border transfers of personal data, and mandatory breach reporting to regulators and, under certain circumstances, to the individuals whose personal data was compromised in the breach).

The requirements of the GDPR include, for example, expanded disclosures about how personal data is processed, mandatory data breach notification requirements, a strengthened data subject rights regime and higher standards for obtaining consent from individuals to process their personal data (including in certain circumstances for marketing), all of which involve significant ongoing expenditure. The principle of accountability likewise requires us to put significant documentation in place to demonstrate compliance. While the GDPR in large part harmonizes data protection requirements across EU countries, some provisions allow EU Member States to adopt additional or different requirements, which could limit our ability to use and share personal data or could require localized changes. We may also be affected by legal challenges to the validity of EU mechanisms for transfers of personal data outside the EU, and our business could be impacted by changes in law as a result of future review of these mechanisms by European regulators under the GDPR, as well as current challenges to these mechanisms in the European courts.

Other new laws and regulations are rapidly coming into effect while existing legislation is quickly evolving. In the United States, the SEC adopted new rules requiring public companies to disclose information about a material cybersecurity incident, including any breach of personal data, within four business days of determining that it has experienced a material cybersecurity incident. The final rule applicable to the cybersecurity disclosure to be included in our (i) Current Reports on Form 6-K became effective on December 18, 2023, and (ii) Annual Report on Form 20-F became effective for any fiscal year ending on or after December 15, 2023. Likewise, several privacy laws in the United States came into effect in 2023 and 2024, including in California, Virginia, Colorado, Connecticut, Utah, Montana, Oregon and Texas, all of which give new data privacy rights to their respective residents and impose significant obligations on controllers and processors of consumer data.

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There is additionally increasing U.S. and foreign activity in the regulation of AI, and other similar uses of technology. For example, in Europe, there is a proposed regulation (the Artificial Intelligence Act) that, if adopted and approved, could impose onerous and substantial obligations related to the use of AI-related systems. Additionally, several states and localities in the United States have enacted measures related to the use of AI and machine learning in products and services. In October 2023, the President of the United States issued an executive order on the Safe, Secure and Trustworthy Development and Use of AI, emphasizing the need for transparency, accountability and fairness in the development and use of AI tools, and AI is the subject of evolving review by various governmental and regulatory agencies, including the SEC and the Federal Trade Commission. Depending on how these AI laws and regulations are interpreted, and to the extent that our business practices, products and services utilize AI, we could be subject to, and need to comply with, such obligations. Moreover, our development and use of AI, and the uncertain regulatory environment, could result in reputational harm, liability or other material and adverse consequences to our financial condition and business operations. The introduction of AI technologies into new or existing products may also result in new or enhanced governmental or regulatory scrutiny, litigation, confidentiality or security risks, ethical concerns, or other complications that could adversely affect our business, reputation, or financial results. The intellectual property ownership and license rights, including copyright, surrounding AI technologies has not been fully addressed by courts or national or local laws or regulations, and the use or adoption of third-party AI technologies into our products and services may result in exposure to claims of copyright infringement or other intellectual property misappropriation. Uncertainty around new and emerging AI technologies, such as generative AI, may require additional investment in the development and maintenance of proprietary datasets and machine learning models, development of new approaches and processes to provide attribution or remuneration to creators of training data, and development of appropriate protections and safeguards for handling the use of customer data with AI technologies, which may be costly and could impact our expenses if we decide to expand generative AI into our product offerings. AI technologies, including generative AI, may create content that appears correct but is factually inaccurate or flawed. Our customers or others may rely on or use this flawed content to their detriment, which may expose us to brand or reputational harm, competitive harm, and/or legal liability. The use of AI technologies presents emerging ethical and social issues, and if we enable or offer solutions that draw scrutiny or controversy due to their perceived or actual impact on customers or on society as a whole, we may experience brand or reputational harm, competitive harm, and/or legal liability.

The introduction of AI, an emerging technology in the early stages of commercial use, into our business and operations may subject us to new or heightened legal, regulatory, ethical, operational, reputational, or other risks. The models underlying AI may be incorrectly or inadequately designed or implemented and trained on, or otherwise use, data or algorithms that are, and output that may be, incomplete, inadequate, misleading, biased, poor-quality or otherwise flawed, any of which may not be easily detectable. Further, inappropriate or controversial data practices by developers and end-users or other factors adversely affecting public opinion of AI could impair the acceptance of AI, including those incorporated in our business and operations. If the AI that we use is deficient, inaccurate or controversial, we could incur operational inefficiencies, competitive harm, legal and regulatory action, brand or reputational harm, or other adverse impacts on our business and financial results. Further, there can be no assurance that our use of AI will be successful in enhancing our business or operations or otherwise result in our intended outcomes, and our competitors may incorporate AI into their businesses or operations more quickly or more successfully than us.

Existing privacy-related laws and regulations in the United States and other countries are evolving and are subject to potentially differing interpretations, and various U.S. federal and state or other international legislative and regulatory bodies may expand or enact laws regarding privacy and data security-related matters. Due to the fact that privacy and information security laws and regulations are subject to change from time to time, our compliance with them may result in cost increases due to necessary systems changes and the development of new processes. Any new or modified laws and regulations may require that we modify our data processing practices and policies, and incur substantial costs and expenses in an effort to comply with such laws and regulations. These laws are complex and there is no ubiquitous approach to maintaining compliance. Requirements may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another or may conflict with other rules or our practices. If we fail to comply with any of these laws and regulations, we could be subjected to legal risk and other adverse effects to our business and operations. With respect to AI specifically, it is possible that we will not be able to anticipate how to respond to rapidly developing laws and regulations. Further, if we do not have sufficient rights to use the data or algorithms on which our AI solutions rely or the output generated thereby, we also may incur liability through the violation of applicable laws and regulations, third-party intellectual property, privacy or other rights, or contracts to which we are a party. We may not be able to sufficiently mitigate or detect any of the foregoing risks or concerns given our and other market participants' lack of experience with using AI, the pace of technological change, and rapid adoption of AI by our business partners and competitors. Any actual or perceived failure to address risks or concerns relating to the use of AI, whether unfounded or not, could adversely affect our business and operations.

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We are subject to taxation in several countries. Tax matters, including changes in tax laws or rates, adverse determinations by taxing authorities and imposition of new taxes could adversely affect our results of operations and financial condition.

Because we operate in several countries, we are subject to taxation in multiple jurisdictions, including Israel, the United States and certain other countries where we have operations. We are required to report to and are subject to local tax authorities in the countries in which we operate. In addition, our income that is derived from sales to customers in one country might also be subject to taxation in other countries. We cannot be sure of the amount of tax we may become obligated to pay in the countries in which we operate. The tax authorities in the countries in which we operate may not agree with our tax position. Our tax benefits from carryforward tax losses and other tax planning benefits, such as Israeli Technological Preferred Enterprise and Approved Enterprise programs, may prove to be insufficient due to Israeli tax limitations or may prove to be insufficient to offset tax liabilities from foreign tax authorities. Foreign tax authorities may also use our gross profit or our revenues in each territory as the basis for determining our income tax, and our operating expenses might not be considered for related tax calculations, which could adversely affect our results of operations.

U.S. shareholders face certain income tax risks in connection with their acquisition, ownership and disposition of our ordinary shares. In any tax year, we could be deemed a passive foreign investment company, which could result in adverse U.S. federal income tax consequences for U.S. shareholders.

Based on the composition of our gross income, the composition and value of our gross assets and the amounts of our liabilities for each taxable year from 2006 through 2024, we do not believe that we were a passive foreign investment company, or PFIC, for U.S. federal income tax purposes during any of such tax years. There can be no assurance that we will not become a PFIC in the current tax year or any future tax year in which, for example, the value of our assets, as measured by the public market valuation of our ordinary shares, declines in relation to the value of our passive assets (generally, cash, cash equivalents and marketable securities). If we are a PFIC for any tax year, U.S. shareholders who own our ordinary shares during such year may be subject to increased U.S. federal income tax liabilities and reporting requirements for such year and succeeding years, even if we cease to be a PFIC in such succeeding years. A U.S. holder of our ordinary shares will be required to file an information return containing certain information required by the U.S. Internal Revenue Service for each year in which we are treated as a PFIC with respect to such holder.

We urge U.S. holders of our ordinary shares to carefully review Item 10.E, “Additional Information-Taxation-U.S. Federal Income Tax Considerations” in this Annual Report and to consult their own tax advisors with respect to the U.S. federal income tax risks related to owning and disposing of our ordinary shares and the consequences of PFIC status.

If a United States person is treated as owning at least 10% of our ordinary shares, such holder may be subject to adverse U.S. federal income tax consequences.

If a United States person is treated as owning (directly, indirectly, or constructively) at least 10% of the value or voting power of our ordinary shares, such person may be treated as a “United States shareholder” with respect to us and each “controlled foreign corporation” in our group (if any). Because our group includes one or more U.S. subsidiaries, certain of our non-U.S. subsidiaries could be treated as controlled foreign corporations (regardless of whether or not we are treated as a controlled foreign corporation). A United States shareholder of a controlled foreign corporation may be required to report annually and include in its U.S. taxable income its pro rata share of “Subpart F income,” “global intangible low-taxed income,” and investments in U.S. property by controlled foreign corporations, regardless of whether we make any distributions. An individual that is a United States shareholder with respect to a controlled foreign corporation generally would not be allowed certain tax deductions or foreign tax credits that would be allowed to a United States shareholder that is a U.S. corporation. Failure to comply with these reporting obligations may subject a United States shareholder to significant monetary penalties and may prevent the statute of limitations with respect to such shareholder’s U.S. federal income tax return for the year for which reporting was due from starting. We cannot provide any assurances that we will assist investors in determining whether we or any of our non-U.S. subsidiaries is treated as a controlled foreign corporation or whether any investor is treated as a United States shareholder with respect to us or any such controlled foreign corporation or furnish to any United States shareholders information that may be necessary to comply with the aforementioned reporting and tax paying obligations. A United States investor should consult its advisors regarding the potential application of these rules to an investment in our ordinary shares.

We are subject to ongoing costs and risks associated with complying with extensive corporate governance and disclosure requirements.

As a foreign private issuer subject to U.S. federal securities laws, we spend a significant amount of management time and resources to comply with laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, as amended, or the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, regulations promulgated by the United States Securities and Exchange Commission, or the SEC, and Nasdaq listing rules. While we have developed and instituted corporate compliance programs and continue to update our programs in response to newly implemented or changing regulatory requirements, we cannot provide assurance that we are or will be in compliance with all potentially applicable corporate regulations. If we fail to comply with any of these regulations, we could be subject to a range of regulatory actions, fines or other sanctions or litigation. In connection with our compliance with the internal control provisions of Section 404 and the other applicable provisions of the Sarbanes-Oxley Act, our management and other personnel devote a substantial amount of time and may need to hire additional accounting and financial staff, to assure that we comply with these requirements. The additional management attention and costs relating to compliance with the Sarbanes-Oxley Act, the Dodd-Frank Act and other corporate governance requirements could materially and adversely affect our financial results.

The internal control over financial reporting required by Section 404 of the Sarbanes-Oxley Act may not prevent or detect misstatements because of certain of its limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud. As a result, even effective internal controls may not provide reasonable assurances with respect to the preparation and presentation of financial statements. We cannot provide assurance that, in the future, our management will not find a material weakness in connection with its annual review of our internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act. We also cannot provide assurance that we could correct any such weakness to allow our management to assess the effectiveness of our internal control over financial reporting as of the end of our fiscal year in time to enable our independent registered public accounting firm to state that such assessment will have been fairly stated in our Annual Report on Form 20-F or state that we have maintained effective internal control over financial reporting as of the end of our fiscal year. Discovery and disclosure of a material weakness in our internal control over financial reporting could have a material impact on our financial statements and could cause our stock price to decline.

Other new laws and regulations are rapidly coming into effect or are being contemplated, which create further corporate governance and disclosure requirements. For example, the SEC recently adopted new rules on Cybersecurity Risk Management, Strategy, Governance and Incident Disclosure, which will require reporting companies, including us, to report information relating to certain cyber-attacks or other information security breaches in disclosures required to be made under the federal securities laws and may increase our costs of doing business, expose us to potential compliance risk, including the ability to make timely disclosures to the public, and impact the manner in which we operate. Any such cyber incidents involving our computer systems and networks, or those of third parties important to our business, could have a material adverse effect on our business, financial condition, results of operations and prospects. Additionally, the rapid evolution and increased adoption of AI technologies and our obligations to comply with emerging laws and regulations may require us to develop additional AI-specific governance programs and comply with related disclosure regimes.

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There remains increased focus from lawmakers and regulators on corporate ESG practices, including climate change and related ESG disclosure requirements. Expectations regarding voluntary ESG initiatives and disclosures may result in increased costs (including but not limited to increased costs related to compliance, stakeholder engagement, contracting and insurance), changes in demand for certain products, enhanced compliance or disclosure obligations, or other adverse impacts to our business, financial condition or results of operations. In addition, standards for tracking and reporting ESG matters continue to evolve, and our business may be impacted by new laws, regulations or investor criteria in the United States, Europe and around the world related to ESG. In March 2024, the SEC adopted new rules that will require registrants to provide certain climate-related information in their registration statements and annual reports. The rules require information about a registrant's climate-related risks that are reasonably likely to have a material impact on its business, results of operations, or financial condition. The required information about climate-related risks will also include disclosure of a registrant's greenhouse gas emissions. In addition, the rules will require registrants to present certain climate-related financial metrics in their audited financial statements. The SEC's newly adopted climate-related disclosure rules may require us to incur significant additional costs to comply, including the implementation of significant additional internal controls processes and procedures regarding matters that have not been subject to such controls in the past and expanded data collection, analysis and certification with respect to greenhouse gas emissions reporting that may not be complete or accurate, and impose increased oversight obligations on our management and board of directors. These and other regulations, disclosure-related and otherwise, including California laws S.B. 253, S.B. 261 and A.B. 1305 and the EU's Corporate Sustainability Reporting Directive, may increase our costs as well as increase scrutiny regarding our ESG efforts, which may enhance the risks discussed in this risk factor. These legal and regulatory requirements, as well as investor expectations related to ESG practices and disclosures are subject to change, can be unpredictable, and may be difficult and expensive for us to comply with. If we fail to adapt to or comply with all laws, regulations, policies and related interpretations, our business and reputation could be negatively impacted, and our share price and access to/cost of capital could be materially and adversely affected. Additionally, many of our customers and suppliers may be subject to similar expectations, which may augment or create additional risks, including risks that may not be known to us.

Risks Relating to the Ownership of our Ordinary Shares

The price of our ordinary shares may fluctuate significantly.

The market price for our ordinary shares, as well as the prices of shares of other technology companies, has been volatile. Between January 1, 2018 and March 11, 2025, the trading price of our ordinary shares on Nasdaq has fluctuated from a low of \$6.62 to a high of \$44.94. The following factors may cause significant fluctuations in the market price of our ordinary shares:

- fluctuations in our quarterly revenues and earnings or those of our competitors;
- shortfalls in our operating results compared to levels forecast by securities analysts or by us;
- announcements concerning us, our competitors or telephone companies;
- announcements of technological innovations;
- the introduction of new products;
- changes in product price policies involving us or our competitors;
- market conditions in the industry in which we operate;
- trade wars, including the implementation of tariffs and reciprocal tariffs by nations throughout the world;
- integration of acquired businesses, technologies or joint ventures with our products and operations;
- the conditions of the securities markets at large, particularly in the technology and Israeli sectors; and
- political, economic and other developments in the State of Israel and worldwide.

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In addition, stock prices of many technology companies fluctuate significantly for reasons that may be unrelated or disproportionate to operating results. The factors discussed above may depress or cause volatility of the price of our ordinary shares, regardless of our actual operating results.

Our quarterly results of operations have fluctuated in the past and we expect these fluctuations to continue. Any actual or anticipated fluctuations in our results of operations could require that we issue revised guidance, and the failure to meet the expectations of our investors or analysts could have a material and adverse impact on our share price.

We have experienced, and expect to continue to experience, significant fluctuations in our quarterly results of operations. In some periods, our operating results may be significantly below public expectations or below revenue levels and operating results reached in prior quarters or in the corresponding quarters of the previous year. If this occurs, the market price of our ordinary shares could be materially and adversely impacted. Accordingly, comparisons of our revenues and operating results on a period-to-period basis may not be meaningful, and you should not rely on our past results as an indication of our future performance.

The following factors, among others, have affected our quarterly results of operations in the past and are likely to affect our quarterly results of operations in the near- and long-term:

- size, timing and pricing of orders, including order deferrals and delayed shipments;
- launching of new product generations;
- length of approval processes or market testing;
- technological changes in the telecommunications industry;
- competitive pricing pressures;
- the timing and approval of government research and development grants;
- accuracy of telecommunication company, distributor and original equipment manufacturer forecasts of their customers' demands;
- changes in our operating expenses;
- disruption in our sources of supply;
- temporary or permanent reduction in purchases by our significant customers; and
- general economic conditions, including macroeconomic factors not within our control.

Accordingly, our operating results have been and may continue to be difficult to predict, even in the near term, and consequently, the results of any past periods should not be relied upon as an indication of our future performance.

Our actual financial results might vary from our publicly disclosed financial forecasts.

From time to time, we publicly disclose financial forecasts and other performance metrics. Our forecasts reflect numerous assumptions concerning our expected performance, as well as other factors which are beyond our control, and which might not turn out to be correct. As a result, variations from our forecasts could be material. Our financial results are subject to numerous risks and uncertainties, including those identified throughout this "Risk Factors" section and elsewhere in this Annual Report. If our actual financial results are worse than our financial forecasts, the price of our ordinary shares may decline. A large portion of our sales is made during the last month of each quarter. As a result, any delay in our receipt of orders could affect our results for a quarter and the accuracy of our forecasts.

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It is our policy that we will generally not provide quarterly forecasts of the results of our operations. This policy could affect the willingness of analysts to provide research with respect to our ordinary shares, which could affect the trading market for our ordinary shares.

It is our policy that we will generally not provide quarterly forecasts of the results of our operations. This could result in the reduction of research analysts who cover our ordinary shares. Any reduction in research coverage could affect the willingness of investors, particularly institutional investors, to invest in our ordinary shares which could affect the trading market for our ordinary shares and the price at which our ordinary shares are traded.

As a foreign private issuer whose shares are listed on Nasdaq, we follow certain home country corporate governance practices instead of certain Nasdaq requirements.

As a foreign private issuer whose shares are listed on Nasdaq, we are permitted to follow certain home country corporate governance practices instead of certain requirements contained in the Nasdaq listing rules. We do not comply with the Nasdaq requirement that we obtain shareholder approval for certain dilutive events, such as for the establishment or amendment of certain share-based compensation plans. Instead, we follow Israeli law and practice which permits the establishment or amendment of certain share-based compensation plans to be approved by our board of directors without the need for a shareholder vote, unless such arrangements are for the compensation of directors or the chief executive officer, in which case they also require compensation committee and shareholder approval.

As a foreign private issuer listed on the Nasdaq, we may also elect in the future to follow home country practice with regard to, among other things, director nominations, composition of the board of directors and quorum at shareholders' meetings, as well as not obtain shareholder approval for certain dilutive events. Accordingly, our shareholders may not be afforded the same protection as provided under Nasdaq's corporate governance rules.

Our ordinary shares are listed for trading in more than one market, and this may result in price variations.

Our ordinary shares are listed for trading on Nasdaq and on the Tel Aviv Stock Exchange Ltd., or the Tel Aviv Stock Exchange, or the TASE, under the Israeli regulatory "dual listing" regime that provides companies whose securities are listed both on Nasdaq and the TASE certain reporting leniencies. Trading in our ordinary shares on these markets is made in different currencies (dollars on Nasdaq and NIS on TASE), and at different times (resulting from different time zones, different trading days and different public holidays in the United States and Israel). Actual trading volume on the TASE is generally lower than trading volume on Nasdaq, and as such could be subject to higher volatility. The trading prices of our ordinary shares on these two markets often differ resulting from the factors described above, as well as differences in exchange rates. Any decrease in the trading price of our ordinary shares on one of these markets could cause a decrease in the trading price of our ordinary shares on the other market.

While our ordinary shares are currently listed on the TASE, there is no guarantee as to how long such listing will be maintained.

We plan to continuously examine the advisability of maintaining our listing on the TASE. We may in the future voluntarily delist our securities from the TASE, provided we furnish notice thereof at least 90 days in advance of such delisting. If our ordinary shares are delisted, some holders of our ordinary shares that are traded on the TASE may be required or will choose to sell their shares, which could result in a decrease in the trading price of our ordinary shares.

There can be no assurance that we will continue to declare cash dividends or continue repurchases of our ordinary shares.

Since July 2018, our Board of Directors have elected to declare cash dividends on our ordinary shares each year. Prior to the declaration of these dividends, we had never declared a cash dividend. Under the Israeli Companies Law, 1999, or the Companies Law, we may pay dividends only out of our profits as determined for statutory purposes, unless court approval is granted for the payment of dividends despite the lack of statutory profits. Accordingly, the declaration and payment of future dividends is subject to the Board's discretion and will be dependent upon future earnings, cash flows, the requirements of the Companies Law, the receipt of court approval, if required, and other factors. There can be no assurance that we will continue to declare cash dividends on our ordinary shares.

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In addition, since 2014, we have received court approvals each year for share repurchases up to specified amounts. Our share repurchases have and will take place in open market transactions or in privately negotiated transactions and may be made from time to time depending on market conditions, share price, trading volume or other factors. The repurchase program does not require us to purchase a specific number of shares and may be suspended from time to time or discontinued. There can be no assurance that we will continue to seek court approval of, or that we will complete, additional share repurchases.

General Risk Factors

We have a significant presence in international markets and plan to continue to expand our international operations, which exposes us to a number of risks that could affect our future growth.

We have a worldwide sales, marketing and support infrastructure that is comprised of independent distributors and value-added resellers, and our own personnel resulting in a sales, marketing and support presence in many countries, including markets in North America, Western and Eastern Europe, the Asia Pacific region and Latin America. We expect to continue to increase our sales headcount, our applications development headcount, our field support headcount, our marketing headcount and our engineering headcount and, in some cases, establish new relationships with distributors, particularly in markets where we currently do not have a sales or customer support presence. As we continue to expand our international sales and operations, we are subject to a number of risks, including the following:

- greater difficulty in enforcing contracts and accounts receivable collection, as well as longer collection periods;
- increased expenses incurred in establishing and maintaining office space and equipment for our international operations;
- fluctuations in exchange rates between the dollar and foreign currencies in markets where we do business;
- greater difficulty in recruiting local experienced personnel, and the costs and expenses associated with such activities;
- general economic and political conditions in these foreign markets (for example changes in oil prices and the global economy have affected growth and ultimately the demand for our products in China);
- economic uncertainty around the world;
- management communication and integration problems resulting from cultural and geographic dispersion;
- risks associated with trade restrictions and foreign legal requirements (such as privacy and cyber security), including the importation, certification, and localization of our solutions required in foreign countries, such as high import taxes in Brazil and other Latin American markets where we sell our products;
- greater risk of unexpected changes in regulatory practices, tariffs, and tax laws and treaties;
- the uncertainty of protection for intellectual property rights in some countries;
- greater risk of a failure of employees to comply with both U.S. and foreign laws, including antitrust regulations, the U.S. Foreign Corrupt Practices Act, or the FCPA, and any trade regulations ensuring fair trade practices; and
- heightened risk of unfair or corrupt business practices in certain regions and of improper or fraudulent sales arrangements that may impact financial results and could result in restatements of, or irregularities in, financial statements.

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Any of these risks could adversely affect our international operations, reduce our revenues from outside of the United States or increase our operating costs, adversely affecting our business, results of operations and financial condition and growth prospects. There can be no assurance that all of our employees and channel partners will comply with the formal policies we have and will implement, or applicable laws and regulations. Violations of laws or key control policies by our employees and channel partners could result in delays in revenue recognition, financial reporting misstatements, fines, penalties or the prohibition of the importation or exportation of our software and services and could have a material adverse effect on our business and results of operations.

We depend on a limited number of key personnel who would be difficult to replace.

The success of our business depends in large part upon the continuing contributions of our management and key personnel. Specifically, we rely heavily on the services of Shabtai Adlersberg, our President and Chief Executive Officer, and Lior Aldema, our Chief Business Officer. Mr. Adlersberg is also a member of our board of directors. If our President and Chief Executive Officer or our Chief Business Officer are unable or unwilling to continue with us, our results of operations could be materially and adversely affected. We do not carry key person insurance for our key personnel.

The success of our business also depends upon our continuing ability to attract and retain other highly qualified management, technical, sales and marketing personnel. We require highly qualified technical personnel who are capable of developing technologies and products and providing the technical support required by our customers. We experience competitive pressure with respect to retaining and hiring employees in the high technology sector in Israel. In 2023, Israel faced a shortage of qualified technical personnel with the requisite experience in the industry in which we operate. Specifically, there was a notable shortage of engineers who were familiar with the intricacies and bespoke aspects of our products and services. To the extent that such trends continue in 2025 (and beyond) and we fail to hire and retain skilled employees, our business may be adversely affected, including our ability to deliver products and services on a timely basis. Moreover, to the extent we are able to successfully recruit and retain additional technical personnel, we may be required to incur significant costs due to steep salary increases. Given the substantial demand for such services, we may be unsuccessful in attracting and retaining an adequate number of technical personnel to support our current operations and the potential expansion of our business.

Rising wages and other labor-related costs could materially and adversely affect our business.

The ability to execute our strategic plans is highly dependent on our ability to promote, retain and recruit a sufficient number of qualified personnel. Given the competition for qualified talent and rising wages in the technology industry in Israel, we face significant challenges in finding, hiring and retaining qualified and highly-trained personnel. The tight labor market has resulted in higher labor-related costs, increased attrition rates and fundamental changes in the labor market and expectations of employees. In particular, our desire to hire superior talent may require us to pay higher wages and provide enhanced benefits, which could cause us to incur higher labor-related costs as compared to our competitors. We expect wages to continue to rise in Israel in the near-term, which will continue to impact our overall financial condition, cash flows and operations. We cannot be assured that we will be successful in hiring, retaining, training and promoting our personnel at current wage rates given that we are currently operating in a highly competitive labor market and further increases in market compensation could adversely impact our business.

A data security or privacy breach could adversely affect our business and services.

The protection of customer, employee and company data is critical to our business and operations. Customers and other stakeholders have a high expectation that we will adequately protect and safeguard their personal data or other information from cyberattack or other security breaches. We rely on the information technology system that we manage, and those that are managed by third parties with whom we engage, to conduct our business and operations, and these systems are subject to cybersecurity risks, potential attacks and breaches due to human error. We are additionally increasingly incorporating open source software into our products and there may be vulnerabilities in open source software that may make our products susceptible to cyberattacks. Moreover, given the nature of cyberattacks, breaches and infiltration of our internal systems (or the systems of the third parties with whom we engage) could go unnoticed for extended periods of time and materially disrupt our operations, which could result in a material loss of revenue, substantial downtime and loss of critical information and data. We may incur higher costs in order to remediate or correct the effects of any such incidents. Likewise, because the methods used to obtain unauthorized access change frequently and may not be immediately detected, we may be unable to anticipate these methods or promptly implement preventative measures. Any such access, disclosure or other loss of information could therefore result in legal claims or proceedings, liability under laws that protect the privacy of personal information, disrupt our operations and the services we provide to customers and damage our reputation, which could adversely affect our business, revenues and competitive position. In addition to taking the necessary precautions ourselves, we require that third-party service providers implement reasonable security measures to protect our customers' identity and privacy. We do not, however, control these third-party service providers and cannot guarantee that no electronic or physical computer break-ins and security breaches will occur in the future.

Furthermore, a breach of customer, employee, or company data could also significantly damage our reputation and result in lost sales, fines, or lawsuits. Despite our security measures, our information technology and infrastructure and/or our products may be vulnerable to attacks by hackers or breaches due to employee error, malfeasance or other disruptions. Any such breach or attack could compromise our networks, or customer networks in whole or in part, and the information stored there could be accessed, publicly disclosed, lost or stolen.

Certain macroeconomic and geopolitical conditions, which are outside of our control, as well as the evolution of methods and techniques used by bad actors, may also make us more susceptible to a cybersecurity attack. For example, growing tensions between Russia and several western nations (and their respective allies) in connection with Russia's invasion of Ukraine in February 2022, could result in retaliatory actions being undertaken by supporters of Russia, including in the form of espionage, phishing campaigns and other forms of cyber-attacks. Moreover, pro-Russian ransomware cybercriminals and gangs have previously publicly threatened to augment their hacking efforts in response to the implementation of sanctions and other responsive actions taken by western countries (and their allies). Increasing costs associated with information security, such as increased investment in technology, the cost of compliance and costs resulting from consumer fraud could cause our business and results of operations to suffer materially.

The methods and techniques used by cyber threat actors to gain entry into our network and access our computer systems, software and data will become more advanced with the use of AI and may become increasingly difficult or impossible to detect and prevent. As these threats continue to evolve, we may be required to invest significant additional resources to modify and enhance our information security and controls or to investigate and remediate any security vulnerabilities. While our technology infrastructure is designed to safeguard and protect personal and business information, we have limited ability to monitor the implementation of similar safeguards by our vendors.

Any cyberattack, unauthorized intrusion, malicious software infiltration, network disruption, corruption of data, misuse or theft of private or other sensitive information, or inadvertent acts by our own employees, could result in the disclosure or misuse of confidential or proprietary information, which could have a material adverse effect on our business operations or that of our clients. If we experience a significant data security breach, fail to detect and appropriately respond to a significant data security breach, or fail to comply with the various cybersecurity regulations, including the California Consumer Privacy Act and the California Privacy Rights Act in the United States, we could be exposed to government enforcement actions and private litigation. These losses may exceed our insurance coverage for such incidents. In addition, our employees and clients could lose confidence in our ability to protect their personal and proprietary information, which could cause them to terminate their relationships with us. Any loss of confidence arising from a significant data security breach could hurt our reputation, further damaging our business.

We may desire to expand our business through acquisitions that could result in diversion of resources and extra expenses. This could disrupt our business and affect our results of operations.

Part of our strategy is to pursue acquisitions of, or investments in, businesses and technologies or to establish joint ventures to expand our business. The negotiation of acquisitions, investments or joint ventures, as well as the integration of acquired or jointly developed businesses or technologies, could divert our management's time and resources. Acquired businesses, technologies or joint ventures may not be successfully integrated with our products and operations. The markets for the products produced by the companies we acquire may take longer than we anticipated to develop and to result in increased sales and profits for us. We may not realize the intended benefits of any acquisition, investment or joint venture and we may incur losses from any acquisition, investment or joint venture.

Acquisitions could result in:

- substantial cash expenditures;
- potentially dilutive issuances of equity securities;
- the incurrence of debt and contingent liabilities;
- a decrease in our profit margins;
- amortization of intangibles and potential impairment of goodwill and intangible assets;
- reduction of management attention to other parts of the business;
- failure to invest in different areas or alternative investments;
- failure to generate expected financial results or reach business goals;
- increased expenditures on human resources and related costs; and
- decreased growth of our professional services.

If acquisitions disrupt our sales or marketing efforts or operations, our business may suffer.

If we do not manage our operations effectively, our results of operations could be adversely affected.

We have expanded our operations in the past and may continue to expand them in the future. This expansion has required, and may continue to require, the application of managerial, operational and financial resources. We cannot be sure that we will continue to expand, or that we will be able to expand our operations successfully. In particular, our business requires us to focus on multiple markets, including the VoIP, wireline, cable, enterprise unified communications and wireless markets. In addition, we work simultaneously with a number of large OEMs and network equipment providers each of which may have different requirements for the products that we sell to them. We may not have sufficient personnel, or may be unable to devote our personnel when needed, to address the requirements of these markets and customers. If we are unable to manage our operations effectively, our revenues may not increase, our cost of operations may rise and our results of operations may be adversely affected.

As we grow, we may need new or enhanced systems, procedures or controls. The transition to such systems, procedures or controls, as well as any delay in transitioning to new or enhanced systems, procedures or controls, may seriously harm our ability to accurately forecast sales demand, manage our product inventory and record and report financial and management information on a timely and accurate basis.

ITEM 4. INFORMATION ON THE COMPANY

A. HISTORY AND DEVELOPMENT OF THE COMPANY

AudioCodes Ltd. was incorporated in 1992 under the laws of the State of Israel. We initially concentrated on low-bit-rate speech compression technology, later moving into voice over packet, or VoP, chips, VoIP communication modules, blades and boards. In 2001, we released an analog media gateway based on blade and chip technologies. This was followed by a family of VoIP media gateways combining analog and digital telephony interfaces. We then began developing high density VoIP media gateways and media servers. As the decade progressed, we expanded our product portfolio with session border controllers (2006), multi-service business routers and gateways (2008) and IP phones (2011), complemented in recent years by Microsoft Teams meeting rooms solutions.

Over the last decade, AudioCodes has developed a range of software-based voice productivity solutions through our Voice.AI business line. These include the Voca range of conversational AI-related solutions and Microsoft Teams contact center that incorporate voice recognition, AI and machine learning technologies, SmartTAP 360° Live, an intelligent, secure enterprise compliance recording solution, Meeting Insights, an innovative tool for easily capturing and organizing all meeting-generated content and Voice.AI Connect, a cloud-based or on premises solution that simplifies the integration of any cognitive voice service and bot framework with any voice or telephony channel to deliver an enhanced customer service experience.

In addition to SBCs and Voice.AI solutions, our varied software offerings include the One Voice Operations Center, or OVOC, for network and device configuration, monitoring and management, the Device Manager for administering business phones and meeting room solutions, and the AudioCodes Routing Manager, or ARM, for handling call routing in complex VoIP networks. In addition, the User Management Pack™ 365 simplifies user lifecycle and identity management across Microsoft Teams and Skype for Business deployments.

Today, we supply end-to-end solutions for the enterprise, contact center and service provider markets, offering a flexible portfolio of fully managed services of our products and applications. In order to provide these solutions, we developed Live Platform, which is a unique service delivery platform that combines certified solutions for unified communications and contact center environments, while leveraging AI and cloud services to enhance user, agent and customer experience.

Complemented by advanced onboarding automation and management tools, this innovative, cloud-based solution delivers PSTN connectivity for Microsoft Teams, Webex Calling and Zoom Phone, along with a range of add-on AI-powered voice applications designed to enhance employee experience and customer experience.

Live Platform enables AudioCodes to deliver managed services to its direct customers as well as empowering partners to offer UC calling and contact center services simply and efficiently.

Our principal executive offices are located at 6 Ofra Haza Street, Park Naimi Building A, Or Yehuda 6032303, Israel. Our registration number with the Israeli Registrar of Companies is 520044132. Our telephone number is +972-3-976-4099. Our U.S. subsidiary, AudioCodes Inc., 80 Kingsbridge Road, Piscataway, New Jersey 08854, serves as our agent in the United States.

Our website address is www.audiocodes.com. The information contained on or available through our website is not incorporated by reference into and should not be considered a part of this Annual Report. The SEC also maintains an Internet website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. Our filings with the SEC are also available to the public through the SEC's website at www.sec.gov.

MAJOR DEVELOPMENTS SINCE JANUARY 1, 2024

AudioCodes Live Offerings for Microsoft Teams

During 2024, we continued to expand and enhance our AudioCodes Live for Microsoft Teams portfolio of managed services aimed at removing the complexity involved in integrating Microsoft Teams collaboration, unified communications, or UC, and enterprise telephony. We offer AudioCodes Live services on a monthly subscription basis with minimal upfront costs, enabling customers to benefit from Teams collaboration and voice services without having to make significant capital investments.

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The AudioCodes Live for Microsoft Teams portfolio includes three offerings for enterprise customers:

- Live Teams Essentials: Teams Direct Routing connectivity delivered as a service.
- Live Teams Pro: extended the Live Team Essentials offering to include tenant onboarding and management with periodic reporting and a self-service portal to easily manage on-boarding, user moves/adds/changes/deletions, or MACD, and device management.
- Live Teams Premium: a fully managed service that covers both cloud and on-premises aspects of Microsoft Teams integration and management.

Enterprise customers can complement AudioCodes Live for Microsoft Teams with our monitoring and management tools, and service-enhancing applications. AudioCodes Live for Microsoft Teams is delivered by AudioCodes global professional services teams and is also available through our global network of telecom and Microsoft 365 partners.

For the service provider market, we offer AudioCodes Live Platform for Microsoft Teams, a managed service which simplifies the creation and operation of multi-tenant Teams offerings, including enterprise telephony. With AudioCodes Live Platform for Microsoft Teams, service providers can reduce time-to-market for offering hosted Teams services to small and medium sized businesses, or SMBs, without the need for investing in building costly infrastructure or for specialist technical knowledge. AudioCodes Live Platform for Microsoft Teams is delivered as a white-label service on a monthly subscription basis and is available in two variants:

- Hosted Essentials: Microsoft Teams Direct Routing SBC as a service with automated SBC configuration and ongoing management.
- Hosted Essentials+: PSTN connectivity configuration and automation for both Microsoft Operator Connect and Direct Routing, and comprehensive cloud-based management tools and portals that enable the service provider to simplify Microsoft Teams tenant onboarding and management, user MACD and device management.
- Hosted Pro: Hosted Essential+ enhanced with Advanced lifecycle management' user policy and automation management, monitoring and Teams Quality or Experience, or QoE, reporting with powerful AudioCodes applications.

Voice.AI Business Line

Our Voice.AI business line is focusing on content gathering and providing insights and predictions based on the content by using AI and machine learning.

Meeting Insights

Meeting Insights is an AI-powered enterprise solution that enables users to record any meeting generated content (audio and video) and automatically creates meeting minutes for Microsoft Teams meetings. It provides a centralized company platform for all meeting recordings, webinars and conference calls, making them readily shareable across the organization.

Meeting Insights was integrated with Azure Open AI GPT model to automatically analyze meeting recordings and to generate, among other things, summaries, list of action items, Issues & Solutions, Questions & Answers and Meeting outlines. In addition, a new pure SaaS, multi-tenant, platform was built in 2023 to host the Meeting Insights application that offers seamless updates, scalable architecture, and tailored feature deployment per tenant. It ensures data segregation and localization, with options for customers to bring their own media storage. Meeting Insights has been developed with data privacy and Security by Design, including adherence to GDPR compliance and encryption.

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SmartTAP 360° Live

SmartTAP 360° Live is an intelligent, secure enterprise compliance recording solution for automatically capturing and indexing all types of internal and customer organizational interactions, including voice, video and instant messaging (IM). SmartTAP is available for deployment in customers' datacenters and private clouds, or from the AudioCodes cloud.

SmartTAP 360° Live integrates seamlessly with Microsoft Teams to record all voice, video and IM interactions, and offers Analytics, such as STT, Sentiment Analysis, key words detection and Categorization.

In early 2025, we launched Interaction Insights, a new pure SaaS, multitenant application, including new GUI and platform that offers seamless updates, scalable architecture, and tailored feature deployment per tenant. It ensures data segregation and localization, with options for customers to bring their own media storage. Developed with Data privacy and Security by Design, including adherence to GDPR compliance and encryption.

As a result of the shift to Teams and the Work-from-Home model, we see many more customers wanting to record video to meet their compliance requirements and to share the recorded content internally to drive collaboration and productivity improvements.

Voca CIC

AudioCodes Voca CIC is a one-screen contact center solution for Microsoft Teams with built-in conversational AI.

Voca is a certified Microsoft Teams Contact Center built in Azure with ready-to-use conversational AI. With a lightweight design, Voca gives users the trusted reliability of Teams Phone, the speed to make drag-and-drop changes, and flexibility of only paying for what the user requires. Voca scales to every Microsoft Teams user across the enterprise- whether it's the main service desk or departments beyond the contact center.

During 2024, Voca CIC added multiple capabilities, including: omnichannel support, callback, reporting API, and IVA enhancements.

Voice.AI Connect

AudioCodes' VoiceAI Connect provides a communication hub between bot development platforms, telephony systems and cognitive speech services. It supports practically all voicebot use cases, such as virtual agent, conversational IVR and agent assistants. Based on a best-of-breed approach, VoiceAI Connect allows contact centers to pick the best providers for building and integrating Voice Conversational AI solutions for automating and increasing productivity of their business operations. VoiceAI Connect is available as a fully managed service (Enterprise Edition) and as a self-service SaaS solution (LiveHub) to support any deployment, integration or regulatory needs.

During 2024, we further extended the integration and support of leading bot development platforms and cognitive speech services solutions as well as adding support for LLM engines such as OpenAI to enable Gen-AI based conversational AI. Additionally, we implemented value added services, such as after call summarization and real-time translations ready for integration with leading contact center solutions.

Product and Technology Developments

SBC Developments

During 2023, we continued to enhance our SBCs' security, capacity and resiliency in virtual and public cloud environments. We also added video support for our WebRTC Gateway for Click-to-Call use case.

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IP Phones and Meeting Room Solutions

During 2022 and 2023, we continued developing our range of IP phone devices and Room Experience, or RX, meeting room suite offering for Microsoft Teams environments. The advent of COVID-19 and the resulting global switch to working from home, or WFH, played a significant role in adapting our strategy to suit the “new normal”, leading to the introduction of high-quality video solutions for Microsoft Teams meetings. WFH has continued to be embedded and normalized within the day-to-day operations of companies across numerous jurisdictions.

With increasing demand for video support in Teams meetings, we launched a new video collaboration bar designed for Microsoft Teams, enabling customers to add high-quality video in huddle rooms and small meeting spaces. We introduced a broad set of RX video devices and solutions enabling us to offer video solutions suitable for all room sizes from huddle rooms up to large conference rooms.

As WFH and remote meetings became more prevalent, we also introduced a range of attractively priced personal audio and video solution bundles comprising a high-quality personal camera and one of our native Teams phones. Our native Teams phones include a low-cost device, a touch-screen phone with a reduced footprint and an executive model complete with expansion module.

Management Solutions

During 2024, we focused on developing functionalities for AudioCodes Live and Live Cloud. We developed onboarding, reporting and tools for our professional services to be able to provide managed services.

We also developed a microservices holistic architecture to be used by our managed service platforms (live and Live Cloud).

To combat the growing issue of spamming and robocalls, which constitutes a growing problem in public networks, ARM now offers security-based routing as part of the integration with SecureLogix’s Orchestra One™ CAS (Call Authentication Service). In addition to the already-supported basic authentication with Orchestra One server, ARM now has an advanced mode which verifies calls with Verizon Call Verification Service. This service is available for markets in the United States. In addition, ARM supports Emergency Call Users in Microsoft Teams. During 2022, we established a joint cloud service with SecureLogix to provide voice firewall, robocall prevention and branded call verification services.

During 2024, we continue to develop uCaaS end-customer onboarding automation, and User management tools, for Telco and customers, focusing on a self-service portal. We also developed our Operator Connect Accelerator platform for Microsoft OC partners and added support for additional SIP phone devices for the Microsoft SIP Gateway solution, and analog device support.

Multi-Service Business Routers and Universal CPE

During 2024, we primarily developed next generation products for our CPEs - analog and digital gateways. We launched a new product line of 4-32 analog ports and started debugging of new digital PRI gateway.

Cloud and Managed Services Infrastructure

In 2022 through 2024, we enhanced our cloud and managed services delivery platform in North America, Europe and Asia Pacific. The platform supports multi-uCaaS solutions, including Microsoft Teams (Direct Route and Operator connect), Zoom Phone, WebEx calling and more and is certified for Microsoft operator Connect Accelerate.

The platform comprises AudioCodes products such as our virtualized SBC, AudioCodes Routing Manager, network management and monitoring, and Teams user management. It also includes self-developed and third-party solutions that together enable network connectivity, service automation, service monitoring, CPE management, high availability and much more for seamless service delivery.

The platform allows Operators and other hosting partners to onboard customers with minimal investment and time. On top it offers add-on services such as Meeting Room monitor, user device management and monitor, Compliance recording, Interaction Center, and more.

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PRINCIPAL CAPITAL EXPENDITURES

We have made and expect to continue to make capital expenditures in connection with the expansion of our operation and production capacity. In 2024, we also made capital expenditures in connection with our new headquarters and production facility. The table below sets forth our principal capital expenditures incurred for the periods indicated (amounts in thousands):

	Year Ended December 31,		
	2024	2023	2022
Computers and peripheral equipment	\$ 3,157	\$ 2,462	\$ 1,015
Office furniture and equipment	326	737	281
Leasehold improvements	16,082	5,572	191
Total	<u>\$ 19,565</u>	<u>\$ 8,771</u>	<u>\$ 1,487</u>

B. BUSINESS OVERVIEW

INDUSTRY BACKGROUND AND MARKET TRENDS

Impact of Macroeconomic and Geopolitical Trends on Our Markets

Inflationary Pressures Impacting Technology Consumption Models - in many global markets, inflationary pressures resulted, and have continued to result, in rising interest rates, impacting demand for borrowing to fund capital expense projects. As a result, more organizations sought to deploy technology on a “pay per use” subscription model, leveraging advances in cloud-based technologies (such as Unified Communications as a Service and Contact Center as a Service). See Item 3.D, “Key Information - Risk Factors - *High rates of global inflation and the occurrence of a recession could have a material and adverse impact on our business, results of operations and financial condition.*”

Increased and Ongoing Geopolitical Uncertainty and Tensions - there was an increase in global geopolitical uncertainty during 2023, which continued into 2024. The ongoing conflict between Russia and Ukraine continued to cause economic challenges and inertia, especially in Europe. On October 7, 2023 the Hamas terror attack on Israel led to a subsequent and ongoing conflict, impacting AudioCodes’ resources (such as R&D) and the economy in Israel more broadly, resulting in supply chain challenges in the Red Sea, a key global shipping route. The assaults launched by Hamas and its supporters, including Lebanon (with the Hezbollah terror organization) and Syria, has caused substantial regional instability and extreme volatility in the global markets at large. It is not possible at this time to predict or determine the ultimate consequences of the conflict in Ukraine and the ongoing war with Hamas and its supporters, which could include, among other things, greater regional instability, geopolitical shifts and other material and adverse effects on macroeconomic conditions, currency exchange rates, supply chains and financial markets. See Item 3.D, “Key Information - Risk Factors - *The attack on Israel in October 2023, and the ensuing war with the Hamas terror organization and related conflicts with their supporters, could have a material adverse effect on our business, financial position, operating results and cash flows*” and “-- *Macroeconomic changes, including political disturbances, geopolitical instability, and trade wars, may adversely impact our business and operations.*”

The Emergence and Evolution of AI - AI evolved from a potential and theoretical future technology to a requirement now being demanded by many organizations to help them improve employee productivity and enhance their customer engagement experience, including through intelligent automation, natural language understanding and integration with other IT frameworks. Applications emerged for the practical use of AI, including recording meetings as a key source of business intelligence, connecting chatbots to voice and simplifying the automation of customer journeys through a contact center. This rapidly growing and evolving trend to adopt AI as a core business communications tool is likely to continue in the near-term. See Item 3.D, “Key Information - Risk Factors - *Our results of operations could be materially and adversely affected if we cannot keep pace with technological changes impacting the development of our products and implementation of our business needs, including with respect to automation and the use of AI.*”

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Enterprise Unified Communications

In 2024, the demand for cloud UC services continued to grow and there was a continued slowdown of on-premises UC and the PBX market. UC functions are easily deployed through cloud services, along with access to continual updates and improvements and with native support for work-from-anywhere.

The shift to cloud-based UC or uCaaS has been driven by companies like Microsoft, Zoom and Cisco.

Contact Centers and Customer Service

The contact center is rapidly evolving into the interaction hub of the digital enterprise, covering sales, support, education and more. It encompasses all aspects of the customer experience, while gathering data on customer satisfaction and needs. Although the migration of contact center technologies to the cloud will deliver far more flexibility and enable support for service delivery anywhere, and on any available media, many enterprises are retaining their existing (usually on-premises) systems to avoid the high costs involved in such a change. In such cases, companies are looking to introduce innovation to their existing contact center platform.

In 2024, contact centers continued to adapt to allowing their agents to work from home. In parallel, the on-going growth in online consumer services drove expansion in many contact centers as they adapted to the dramatic changes wrought by the pandemic. This required high numbers of agents working remotely, while customers were offered omnichannel engagement, enabling customers to get in touch not just by phone but also via the internet or dedicated mobile applications.

Another key driver that continued into 2024 was contact center automation. We saw increased interest in virtual agents, conversational IVR and virtual agent assistants in this market as enterprises sought cost optimization through increasing live agent productivity and automation of the customer engagement while retaining and improving the customer experience.

Cloud and AI Driven Convergence of Unified Communications and Contact Center Markets

While Unified Communications (UC) and Contact Center (CC) markets have unique attributes and trends, the broader IT trend towards deploying cloud-based applications and services, plus the emergence of conversational AI, are accelerating the convergence of UC and CC technologies. As more enterprises adopt cloud-based platforms, such as Microsoft Teams, for collaboration and communication, they find that the same platform can also be used to deploy fully integrated Contact Center capabilities, with automation benefits delivered by conversational AI applications. This convergence can drive cost-savings, reduce IT overhead to support both UC and CC, and enables enterprises to offer superior customer service via a single platform. In addition, as cloud-based services, these combined UC and CC capabilities, along with AI, can be consumed as a service on a subscription basis, reducing the need for capital expense and enabling the enterprise to scale users up and down as required during peak periods.

Service Provider All-IP Transition

In 2021 and for portions of 2022, we observed several telecom operators slowing down deployments due to the COVID-19 pandemic. However, during the second half of 2022 and through 2023, several of our service provider customers began to resume deployment and pressed ahead and completed their business customer migrations. In countries where the migration was completed, smaller tier 2 and tier 3 service providers expedited their ISDN contract cancellation following the incumbent's switch to all-IP. In the UK, we saw a pickup in migration pace, moving towards PSTN shutdown in 2025. Among the factors that have caused telecom operators to replace legacy networks are the traditional TDM switches reaching end-of-life, the need to free-up the real estate occupied by these switches, energy savings and the importance of competing with the growing numbers of alternative service providers.

Service providers typically apply two strategies for the business sector in the move towards all-IP networks. The first strategy is deploying customer premises equipment (CPE) - such as VoIP media gateways, session border controllers or multi-service business routers - to connect the customers' legacy or IP systems to their own IP networks. The second strategy is seeking to aggregate a large number of TDM links, primarily ISDN PRI, at centralized points of presence utilizing high-capacity VoIP media gateways.

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During 2023, we also observed an increase in the need for speed to CPEs, driving the need to support Fiber connectivity (up to 1GB), as well as 4G LTE (up to 300MB) and upcoming 5G. The WFH activity drives integration of such interfaces in our lower-end CPEs. However, we saw a decline in the business in 2024 as service providers and enterprise customers sought to reduce their overall capital expenditures (see “Inflationary Pressures Impacting Technology Consumption Models” discussed above).

BUSINESS STRATEGY

AudioCodes’ business strategy is focused on increasing its position as a leading communications software vendor of advanced UC and contact center voice solutions and services, voice networking, all-IP voice network migration and Voice.AI solutions for the digital workplace. The following are key elements of our strategy:

Maintain and extend technological leadership. AudioCodes is recognized as a global leader in voice technologies. We intend to continue to capitalize on our voice expertise to drive new business opportunities, including through the application of AI, to add value to the employee and customer experience. We continually seek to upgrade our product lines with additional functionalities, interfaces, densities and compatibility with the leading UC, CC and SIP solutions in the market, providing agnostic voice and AI expertise to multi-vendor platforms. Our voice solutions have evolved to be software-based and run natively in cloud environments, to comply with the industry trend of migrating to private and public clouds. We continue to invest heavily in putting voice and AI at the forefront of technological evolution in our industry.

Strengthen and expand strategic relationships with key partners and customers. We sell our products and solutions to service providers and enterprises worldwide, leading enterprise channels, regional and global system integrators, global equipment manufacturers and VARs, in the telecommunications and networking industries and establish and maintain long-term working relationships with them. We work closely with our customers to deliver products, solutions and services that meet their specific needs. The ongoing development and integration cycles frequently result in close working relationships with our customers and partners. By focusing on leading solution vendors, system integrators and channels with large volume potential, we believe that we reach a substantial segment of our potential customer base while controlling the cost and complexity of our marketing efforts. Our partners and customers are located around the world, and we are better able to serve them by being close by. For this reason, we are investing in building local operations in key countries and regions, including sales, marketing and support resources, to closely serve our partners and customers.

Develop a network of strategic solution partners. We sell our products through, or in cooperation with, partners that can offer or certify our products as part of a complete solution to their customers. We expect to further develop our strategic partner relationships with solution providers in order to increase our customer base. Our strategic partners include companies such as Microsoft, Cisco, Zoom and Genesys.

Engage enterprise customers in direct touch sales effort. We are pursuing a strategy of engaging large enterprise customers on a global level, as part of the AudioCodes product fit within leading enterprise solutions, mainly with Microsoft and Genesys. Our ability to engage with these enterprises directly enhances our ability to influence solution design and procurement decisions. This, in turn, is designed to increase demand, which we expect our business partners to fulfill based on their relationship with AudioCodes and the enterprise customers.

Expand and enhance the development of highly integrated products and services. We plan to continue designing, developing and introducing new product lines, product features and services that address the increasingly sophisticated needs of our customers while additionally helping them leverage new technologies (such as AI). We believe that our knowledge of core technologies and our ability to combine them in the form of integrated cloud services enables us to offer better solutions that (i) are more comprehensive, (ii) are easier to consume (via subscription) and (iii) contain more features than those available in competitive alternatives. For example, the new AudioCodes Live Platform for Microsoft Teams offers integrated voice connectivity, contact center, recording, analytics and conversational IVR, all via a single subscription-based service. We believe there are notable growth opportunities for our development and profitability with respect to the offering of a broad range of highly integrated services that leverage our voice expertise with AI and drive the convergence of unified communications and contact center as a service for our enterprise customers.

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Expand and enhance our solution offering. While the market is constantly looking for advanced, open communications and collaboration solutions, integration of multi-vendor products into a working solution is a complex task that enterprises, system integrators, service and cloud providers are challenged with. Over the years, we have developed a broad portfolio of products and invested in lifecycle management platforms (day 1 and day 2 operations) for our products that form a comprehensive solution, considerably simplifying the integration efforts required for setting up working unified communications, contact center or hosted business solutions. Customers and partners realize and appreciate the advantages our solutions offer, and we plan to keep expanding them with more products, management applications and enterprise productivity solutions.

Build upon existing technologies to penetrate new markets, such as Contact Center. We are building on our expertise in voice and conversational AI to penetrate new markets—a notable example of this is the Contact Center market for Microsoft Teams. AudioCodes already has an unrivalled portfolio of voice connectivity, recording, devices and management solutions/services for Microsoft Teams. With Voca CIC, we now have a certified Microsoft Teams Contact Center built on Azure, which allows us to enter the market as a fully-fledged contact center vendor, as opposed to solely an enabler of third-party contact center capabilities. This is a new and potentially high-growth market segment for AudioCodes that can seek to leverage our existing strength and reseller community within the Microsoft Teams ecosystem, which continues to grow as Microsoft increasingly dominates the enterprise collaboration marketplace.

Develop and expand professional services and managed services offering. We continue to expand our product-led services offering in line with our new products and solutions across voice, conversational AI and contact center categories. AudioCodes has a rich portfolio of managed services. We offer our customers expert professional services to assist them with design, implementation, support and management of our products. System integrators, VARs and service providers are able to leverage AudioCodes professional and managed services to complement their own, and are able to offer them under their own brand to the end customers.

Expand our investments in conversational AI. As AI emerges as a key business tool, AudioCodes is investing heavily in conversational AI to deliver practical benefits that leverage the combination of AI and our deep voice expertise to deliver unique benefits that improve both the employee and customer experience. From automated recording and analytics of meetings to improve business intelligence and productivity, to compliant interaction recording and AI automation that simplifies the customer journey and improves customer service, AudioCodes is committed to helping enterprises gain practical benefits from AI. The applications and services that we deliver leveraging AI will seek to provide beneficial upsell and cross-sell opportunities to add value to, and extend our relationship with, our global customer base.

Acquire complementary businesses and technologies. We may pursue the acquisition of complementary businesses and technologies or the establishment of joint ventures to broaden our product offerings, enhance the features and functionality of our systems, increase our penetration in targeted markets and expand our marketing and distribution capabilities.

AUDICODES SOLUTIONS, PRODUCTS AND SERVICES

Solutions

Enterprise Business

Unified Communications

Our enterprise business is driven primarily by our solutions for UC environments. Beginning in 2020, we noted a clear shift towards uCaaS solutions as enterprises continue to migrate their IT infrastructure, in general, and UC solutions, in particular, to the cloud. We expect such trend to continue in 2025 and beyond, and consequently we plan to (x) focus on providing services and applications that add value to the uCaaS solutions, and (y) ensure a smooth migration to cloud-based UC while offering operational simplicity, high quality and reliability.

Our efforts in the uCaaS arena are focused on a number of key partnerships, predominantly with Microsoft, who reported substantial growth in the active users of their Teams UC and collaboration solution from 2020 through 2023. We expect our certified support for Teams Direct Routing, our communications solutions (Voca Conversational Interaction Center, call recording and Meeting Insights productivity solution), and our growing offering of audio and video devices and meeting room solutions to continue to be focus areas for us as enterprises migrate to Microsoft Teams Phone.

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We anticipate that our AudioCodes Live for Microsoft Teams offering will continue to gain traction as enterprises look to streamline their UC operations. Consumed on a monthly subscription basis, AudioCodes Live for Microsoft Teams enables enterprises to benefit from Teams voice calling services and add-on applications without having to make capital investments in hardware and software, and without the need for specialized, in-house technical expertise.

In addition to Microsoft Teams, we also sought to strengthen and build on our collaborations with Zoom Phone and Cisco Webex.

Contact Centers

The contact center industry is accelerating migration from on-premises to cloud-based Contact Center as a Service, or cCaaS. AudioCodes helps enterprises to migrate and modernizes their voice infrastructure to the cloud, especially when such enterprises use a large and distributed Contact Center. We are providing voice managed services that complement the cCaaS OPEX model.

Voice.AI Business Line

In the last few years, dramatic leaps forward in machine learning and AI have driven a revolution in the way enterprises boost engagement with their customers. These significant advances mean that businesses can now utilize conversational AI technologies offered by various providers to automate their customer service departments and train bots to give callers a high level of service whenever they get in touch. As voice is the most fundamental and intuitive method of conversation, we are focusing on enabling engagement of voice and telephony to various AI-based applications and implementing voice-based use cases, leveraging on the investment made in AI and voice applications. We began investing in these applications in 2018, and we believe opportunities will develop across various products. Accordingly, we anticipate that these applications will become a new growth engine for our business in the near- and long-term.

Service Provider Business

In the service provider market, our go-to-market strategy concentrates on outreach to small and medium sized businesses (SOHO, SMB, SME) with our VoIP gateways, SBCs and routers. We engage directly with service providers worldwide and supply them with our versatile range of products to suit different business scenarios. This includes the ability to enable Microsoft Teams voice connectivity through the Direct Routing feature, which allows companies to connect on-premises IP-PBX and UC platforms to the cloud-based Teams service.

On top of the direct routing, we also give SP the option to onboard their customers themselves using our live platform applications such as VOCA CIC, Interaction Insights and Meeting Insights.

For service providers, we offer a certified Operator Connect accelerate platform, enabling operators to connect a certified operator within the Microsoft OC marketplace. The same Platform offers Zoom providers exchange and WebEx.

Products

Networking

Our Mediant family of SBCs, media gateways, or MGWs, and MSBRs is a line of versatile IP communications platforms that deliver seamless VoIP connectivity.

Our Mediant SBCs include hardware and software platforms that offer cost-efficient, scalable SBC and hybrid SBC-MGW functionality (SIP to TDM, SIP to SIP) for enterprises, service providers and cloud deployments. Our software SBCs are cloud-native and deliver elasticity and high scale on all current major cloud platforms. SBCs are deployed at the border between the enterprise and the service provider, as well as between the networks of different service providers. Our media gateways serve as an efficient junction between VoIP networks, legacy TDM equipment, and the PSTN.

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AudioCodes MediaPack 1xx and MediaPack 5xx analog VoIP gateways are cost-effective, stand-alone VoIP devices for connecting legacy telephones, fax machines and PBX systems with IP telephony networks and IP-based PBX systems. The MediaPack 1288 is a high-density analog media gateway for organizations that need to integrate large numbers of analog devices into their new all-IP infrastructure.

Our family of MSBRs offers service providers a range of all-in-one SOHO, SMB and SME routers that combine access, data, voice and security in a single device. These platforms are designed for managed data, SIP trunking, hosted PBX, and cloud-based communications services, and allow service providers to deploy flexible and cost-effective solutions.

Applications

AudioCodes offers a wide range of value-added voice applications to boost productivity and ensure a superior user experience.

SmartTAP

SmartTAP 360° Live is an intelligent, secure enterprise compliance recording solution for automatically capturing and indexing all types of internal and customer organizational interactions, including voice, video and instant messaging (IM). SmartTAP is available for deployment in customers' datacenters and private clouds, or from the AudioCodes cloud.

SmartTAP 360° Live integrates seamlessly with Microsoft Teams to record all voice, video and iMs interactions, and offers Analytics, such as STT, Sentiment Analysis, Key words detection and Categorization.

Interaction Insights

Interaction Insights is our new UC agnostic pure SaaS, multitenant application, including new GUI and platform, that offers updates, scalable architecture, and tailored feature deployment per tenant. It seeks to ensure data segregation and localization, with options for customers to bring their own media storage. The application was developed with data privacy and security by design, including adherence to the encryption and other requirements under GDPR.

Voca CiC

Voca CIC seeks to (i) provide a customer's and user's respective agents with real-time access to back-office experts during service calls, and (ii) accelerate resolution times, removes department silos and ramps up employee experience.

Today's modern workplace demands a new approach to customer experience, one that not only empowers agents to enjoy their jobs and provide exceptional service to customers, but enables internal business lines to provide top-notch service throughout the organization.

Voca CIC, a lightweight cCaaS with built-in conversational AI, is designed entirely for Microsoft Teams to unify the customer's (of the contact center) and employee's experience.

With Voca CIC as a Microsoft Teams application, a customer may consolidate the unified communications and contact center into one-screen, enabling every Microsoft Teams user to become a potential agent.

Voca CIC is an Azure-native integration with Microsoft Teams and offers a unique mix of contact center and voice expertise, making it an ideal solution for organizations looking to modernize their CX capabilities with minimal upfront costs.

Voca CIC's marketing and sales efforts are growing rapidly across global markets, with an emphasis on North America, EMEA and APAC.

Voca CIC is available as a full SaaS-managed service solution delivered from AudioCodes Cloud, (Azure) in a highly available, geo-redundant topology. Contact Center capabilities are powered by Microsoft Azure Communication Services, with conversational AI based on Microsoft Cognitive Services.

Voice.AI Connect

AudioCodes Voice.AI Connect extends chat and voice bot functionality to telephony communications by connecting bots to any type of telephony channel, thus enabling customers to speak naturally with bots for a voice-centric user experience. We work with bot framework vendors to enable and promote the creation of voice-bots by adding voice and telephony functionality to their bot framework platforms and with system integrators and contact centers to enable integration of Voice Conversational AI use cases, such as voice bots and agent assistants. We recurrently extend the supported bot frameworks and cognitive speech services (such as speech recognition, text to speech and sentiment analysis) to enable creation of best-of-breed solutions.

The Live Hub that started as a self-service SaaS version, or Voice.AI Connect Enterprise, expanded to become a central cloud hub for connecting and orchestrating multiple enterprise voice communication services, including Bring-Your-Own-Carrier for contact centers and direct route for Teams, and serves as a primary tool for exposing the bot development ecosystem to a wide array of voice-bot use cases via trials and proof of concept projects up to live productions. Live Hub is being marketed towards smaller customers with simple setups that do not need customization.

Meeting Insights

Meeting Insights is an AI-powered enterprise solution that enables users to record any meeting generated content (audio and video) and automatically creates meeting minutes for Microsoft Teams meetings. It provides a centralized company platform for all meeting recordings, webinars and conference calls, making them more readily shareable across the organization.

Meeting Insights was integrated with Azure Open AI GPT model to automatically analyze meeting recordings and to generate, among other things, summaries, list of action items, Issues & Solutions, Questions & Answers and Meeting outlines. In addition, a new pure SaaS, multi-tenant, platform was built in 2023 to host the Meeting Insights application that offers seamless updates, scalable architecture, and tailored feature deployment per tenant. It ensures data segregation and localization, with options for customers to bring their own media storage. Meeting Insights has been developed with data privacy and Security by Design, including adherence to GDPR compliance and encryption.

Management and Operations

AudioCodes' management and operational tools are designed for deployment within large-scale cloud or premises-based UC deployments. They enable the management, monitoring and operation of the entire AudioCodes portfolio, including SBCs, media gateways, Microsoft-specific appliances and IP phones.

OVOC is a voice network management solution that combines management of voice network devices and quality of experience monitoring into a single, intuitive web-based application. OVOC enables administrators to adopt a holistic approach to network lifecycle management by simplifying everyday tasks and assisting in troubleshooting all the way from detection to correction. OVOC's clear GUI design allows administrators to manage the full lifecycle of VoIP devices and elements from a single centralized location, saving time and costs.

AudioCodes' Device Manager is a powerful and intuitive lifecycle management tool for enterprise IP phone deployments that enables administrators to deliver a reliable desktop phone service within their organization. With the ability to deploy and monitor AudioCodes 400HD IP phones, identify problems, and then fix them rapidly and efficiently, AudioCodes Device Manager increases employee satisfaction and productivity and lowers IT expenses.

Managing the dial plan and call routing rules of multi-site, multi-vendor enterprise VoIP networks can be extremely complicated. ARM delivers a highly effective, innovative solution to this problem by enabling centralized control of all session routing decisions. Through ARM's highly intuitive graphical user interface, system administrators can design and modify their voice network topologies and call routing policies from a single location, resulting in significant time and cost savings. Time-consuming tasks such as adding a new PSTN or SIP trunk interconnection, adding a new branch office or modifying individual users' calling privileges can be carried out simply and rapidly.

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Devices

The AudioCodes 400HD series of IP phones includes a range of easy-to-use, feature-rich products for the enterprise unified communications, or UC, service provider, hosted UC services and contact center markets. Based on the same advanced, field-proven underlying technology as our other VoIP products, our high-quality IP phones enable systems integrators and end-customers to build end-to-end VoIP solutions. Our IP phone portfolio includes devices built specifically for Microsoft Teams environments with full Teams integration and a native Teams interface.

The AudioCodes Room Experience, or RX, suite delivers productive meeting room experiences regardless of room size. It combines a range of software and audio/video products from different UC solution vendors for effective voice-only conference calls and video-enabled collaboration sessions.

Our RX suite currently participates in the Microsoft Teams Room (MTR) program. Our RX products are certified under the MTR program which adds Teams to meeting rooms.

Services

Professional Services

We provide a modular portfolio of professional services to our partners and customers by delivering a complete voice network lifecycle model that is based on the three basic phases of Plan, Implement and Operate. Our professional services portfolio delivers seamless integration, high availability, and vast scalability to meet business and network demands.

Managed Services

We offer a range of managed services enabling our customers to deploy complex solutions solely by relying on the knowledge of our voice experts. These include providing our applications (such as SmartTAP, Voca, Meeting Insights and management applications) as managed services and a range of product-led services, such as managed SBCs and managed gateways.

AudioCodes Live for Microsoft Teams

AudioCodes Live for Microsoft Teams is a portfolio of services that removes complexity from the integration of Teams collaboration, UC and enterprise telephony. It provides a seamless, rapid and cost-effective migration to Teams for high quality voice and video collaboration.

This service is complemented by devices-as-a-service, monitoring and management tools, and service enhancing applications. AudioCodes Live is also available through our global network of telecom and Microsoft 365 partners.

AudioCodes Live Platform

AudioCodes Live Platform is a SaaS solution that enables service providers to offer their business customers a seamless migration to uCaaS solutions, such as Microsoft Teams and Zoom Phone.

AudioCodes Live Platform includes the necessary services for Microsoft Teams Direct Routing and Operator Connect, value-add applications, as well as Zoom Phone Provider Exchange, thus enabling service providers to reduce their initial investment.

AudioCodes Live Platform provides the voice connectivity infrastructure, customer onboarding automation, user lifecycle management and tools for monitoring, reporting and analytics, to help get the service up and running expeditiously and effectively, with the service provider supplying the data connectivity and SIP trunk minutes.

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Sales and Marketing

Our sales and marketing strategy is focused on two primary go-to market strategies. Firstly, we look to obtain direct touch with enterprise end customers to generate opportunities for new business and upsell new solutions or services to existing customers. This approach enables us to better understand the challenges that our customers face and offer solutions best suited to solving those challenges. Secondly, we engage with the channel community in all of our core markets, comprising service providers, managed service providers, system integrators and ICT resellers. This channel engagement allows us to scale up our geographic and market coverage, as well as reach more enterprise end customers through the channel community.

We select our partners based on our coverage needs and their ability to provide effective field sales, end-customer engagement, marketing communications and technical support to our customers. Our channel strategy also reflects the buying strategies of many enterprise end customers that have established procurement relationships with their preferred channel, or that are obliged to purchase through specific channels based on regulatory, certification or framework purchasing agreements (for example in the public sector).

For larger enterprise deployments, prospective customers and channels generally need to commit resources to test and evaluate our products as a “proof of concept” and integrate them into existing systems, networks and applications, or evaluate and adopt our professional services and managed services. As a result, our sales process is often subject to delays associated with approval processes that typically accompany the design and testing of new technologies or the SLA’s and security/compliance aspects of our service portfolio. For these reasons, the sales cycle of our products and services to new customers are often lengthy, averaging approximately six to twelve months after achieving a design win. This time may be further extended because of internal testing, field trials and requests for the addition or customization of features. Increasingly however, the cloud-based IT strategies adopted by enterprises are simplifying and accelerating the deployment of unified communications or contact centers “as a service”. AudioCodes Live Platform is designed to accommodate this more agile and speedy deployment strategy.

We market our products in North America, Europe, Asia, Latin America and Israel through a sales force that directly manages channel partners and that has direct touch engagement with end customers. We have invested notable resources in setting up local field sales forces to give us a strong presence in relevant markets.

We generally enter into non-exclusive sales representation/distribution agreements with channel partners in each of the major countries in which we do business. Typical product agreements are for renewable 12-month terms or are terminable at will by us upon 90 days’ notice, and do not commit the customer to inventory or to any minimum sales of our products to third parties. Some of our customers have the ability to return some of the products they have previously purchased and purchase more up-to-date models. To support the cloud-based “as a service” model increasingly deployed by our customers and channel partners, we also have subscription agreements, which typically run from 12 to 36 months, delivering reliable recurring revenue on a “per user per month” basis as an increasing proportion of our business.

AudioCodes continues to enhance its marketing efforts with a focus on activities that generate new leads and opportunities to support our sales team and channel partners in driving new business. An integrated marketing program comprising digital advertising, tradeshows, conferences, social media marketing and media engagement is designed to generate leads and provide a level of brand credibility and awareness in our core markets, with a focus on two primary campaigns: (i) unified communications; and (ii) contact center. In addition, our field marketing resources also drive local channel co-marketing, recruitment and development activities.

Customers

Our customers consist of enterprises (with direct and indirect relationships), service providers (with direct and indirect relationships), and a small percentage of OEM customers.

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Our enterprise customers include a range of Fortune 1000 organizations, Public Sector organizations (central and local government, healthcare and education) and smaller enterprises that use our equipment to primarily enable their UC or Contact Center solutions. Our solutions are sold to enterprise customers through a wide network of resellers, integrators and distributors, and the bulk of our business is carried out in a two-tier model in over 100 countries. AudioCodes solutions and subscription services enable enterprises to smoothly migrate their communications infrastructure to cloud-based UC solutions that have emerged to dominate the market in recent years, such as Microsoft Teams as well as cloud-based contact center as a service offering. Our sales in this segment are based on two major business offerings: (i) the traditional model, including equipment, maintenance contracts and, optionally, day-1 professional services; and (ii) a full “as-a-service” solution or managed service that includes the equipment, maintenance, day-1 and day-2 professional services. The latter offering is generally growing year-on-year as a proportion of our revenues and promised recurring revenues and profits over time.

Our service provider customers include a range of tier 1, 2 and 3 service providers that deploy our solution as part of their voice, UC, SIP trunk or other offerings for their business customers. Our solutions are deployed either at the customer’s premises or at the service provider core as a white-labelled cloud-based subscription service leveraging the AudioCodes Live Platform. Typically, these services allow the service provider to provide their customers with voice connectivity and integration with UC platforms, such as Microsoft Teams, Zoom Phone, Cisco Webex, contact center as a service, conversational AI recording and analytics. AudioCodes’ broad range of products, broad functionality and wide interoperability allow service providers to deploy our solutions in practically any third-party solution environment and for a wide range of customers. Our solutions have been sold to service provider customers in 100 countries.

AudioCodes’ OEM customers include vendors that leverage AudioCodes’ technology and quality to deliver VoIP products and solutions. Historically, a substantial portion of our revenue has been derived from OEM customers that sold our technology products as part of their own voice solutions.

Manufacturing

Some of our components are obtained from single suppliers. For example, Texas Instruments Incorporated supplies all of our DSP components, while Motorola, Intel and Cavium Networks provide embedded CPU and network processors. Other components are generic in nature, and we believe they can be obtained from multiple suppliers.

We have not entered into any long-term supply agreements. However, we have worked for years in several countries with established global manufacturing leaders such as Flex and have had significant experience with their level of commitment and ability to deliver. To date, we have been able to obtain sufficient amounts of these components to meet our needs and do not foresee any supply difficulty in obtaining timely delivery of any parts or components. However, an interruption in supply from any of these sources, especially with regard to DSP components from Texas Instruments Incorporated and CPU and network processors from Cavium Networks, Intel and Motorola, or an unexpected termination of the manufacture of certain electronic components, could disrupt production, thereby adversely affecting our results. We generally maintain an inventory of critical components used in the manufacture and assembly of our products although our inventory of signal processor chips would likely not be sufficient in the event that we had to engage an alternate supplier for these components.

We utilize contract manufacturing for virtually all our manufacturing processes. Most of our manufacturing is carried out by third-party subcontractors in China and Israel. Our internal manufacturing activities consist primarily of the production of prototypes, test engineering, materials purchasing and inspection, final product configuration and quality control and assurance.

In addition, we have engaged several ODMs based in Asia to design and manufacture some of our products. We may engage additional ODMs in the future. Termination of our commercial relationship with an ODM or the discontinuance of manufacturing of products by an ODM would negatively affect our business operations.

We are obligated under certain agreements with our suppliers to purchase goods and to purchase excess inventory. Aggregate non-cancellable obligations under these agreements as of December 31, 2024, were approximately \$11 million.

Industry Standards and Government Regulations

Our products must comply with industry standards relating to telecommunications equipment. Before completing sales in a country, our products must comply with local telecommunications standards, recommendations of quasi-regulatory authorities and recommendations of standards-setting committees. In addition, public carriers require that equipment connected to their networks comply with their own standards. Telecommunication-related policies and regulations are continuously reviewed by governmental and industry standards-setting organizations and are always subject to amendment or change. Although we believe that our products currently meet applicable industry and government standards, we cannot be sure that our products will comply with future standards.

We are subject to telecommunication industry regulations and requirements set by telecommunication carriers that address a wide range of areas including quality, final testing, safety, packaging and use of environmentally friendly components. We comply with ISO9001, ISO14001, ISO45001, ISO27001 and the European Union's Restriction of Hazardous Substances Directive (under certain exemptions) that requires telecommunication equipment suppliers to not use some materials that are not environmentally friendly. These materials include Cadmium, Hexavalent chromium, Lead, Mercury, Polybrominated biphenyls, Polybrominated diphenyl ethers Bis (2-ethylhexyl) phthalate, benzyl butyl phthalate, Dibutyl phthalate and Diisobutyl phthalate. We expect that other countries, including countries we operate in, will adopt similar directives or other additional directives and regulations.

Competition

Competition in our industry is intense and we expect competition to increase in the future. Our competitors currently sell products that provide similar benefits to those that we sell. There has been a significant amount of merger and acquisition activity, frequently involving major telecommunications equipment manufacturers acquiring smaller companies, as well as strategic alliances entered into by competitors. We expect that these activities will result in an increasing concentration of market share among these companies, many of whom are our customers. *See Item 3.D, "Key Information - Risk Factors - The markets we serve are highly competitive and several of our competitors have competitive advantages over us, which may make it difficult for us to maintain profitability."* The following sets forth a list of competing vendors and providers in each of our main product and service categories:

Networking Solutions

In the area of enterprise session border controllers, we compete with Oracle, Ribbon Communications, Alianza (acquired Metaswitch from Microsoft), TE-Systems and Ingate.

In the area of low and mid-density digital gateways we face competition from companies such as Ribbon Communications, Cisco, Dialogic, NewRock, Patton, Ferrari and Sangoma.

Our competitors in the area of multi-service business routers are companies such as Cisco, Juniper, Adtran, One-Access (acquired by Ekinops), MicroTik, and Huawei.

Our competitors in the area of VoiceAI Connect (connectivity solutions for Voice Conversational AI) include CPaaS companies, such as Twilio, open source projects, such as Jambonz, and integrated voice gateways from Conversational AI and Contact Center vendors, such as Cognigy, Genesys and Verint.

Applications

Our competitors in the area of call recording, compliance recording and convenient include companies such as Verint, NICE, ACS, Red Box (acquired by Uniphore), Teleware and Dubber.

Our competitors in the area of Conversational IVR, Speech Attendants include, but are not limited to, Nuance, Parlance and other contact center vendors which provide IVR solutions.

Our competitors in the area of applications leveraging speech recognition and conversational AI technology include companies such as Twilio, Nuance (acquired by Microsoft) and IBM, as well as Contact Center vendors such as Genesys, NICE and Five9. Some public cloud providers offer technology and services that partially overlap with ours and several smaller startup companies are also developing competing solutions.

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Our competitors in the area of SmartTAP360 and Interaction Insights live, which focus mainly on compliance and quality recording in conjunction with Microsoft Teams, include, among others, ASC, Red Box (acquired by Uniphore), Dubber, CallCabinet, Numonix, NICE and Verint. Such competitors are currently listed in the certified list of Microsoft vendors although we mainly see their presence in mid-market projects.

Our competitors in the area of Meeting Insights, which is focused on productivity enhancement, organization repository and sharing for meetings in the Microsoft Teams and Zoom, include, but are not limited to, Microsoft, Zoom, Avoma, Otter, Fireflies.AI and timeOS.

Devices

Our principal competitors in the area of IP phones and meeting room devices are “best-of-breed” IP phone vendors and end-to-end IP telephony vendors. “Best of breed” IP phone vendors sell standards-based SIP phones that can be integrated into any standards-based IP-PBX or hosted IP telephony system. These competitors include HP, Yealink, Logitech, Crestron, Neat and many others.

AudioCodes Live for Microsoft Teams and cCaaS Managed Services

Our main competitor in the area of Live is the in-house implementation of projects (after buying products either directly or through an integrator). Competition is also exhibited in the form of system integrators, such as Converge One, NTT, OBS and BT, among several others, in various sizes, locations and specialties.

Some of our competitors have the ability to offer vendor-sponsored financing programs to customers. Those with broad product portfolios may also be able to offer lower prices on products that compete with ours because of their ability to recoup a loss of margin through sales of other products or services. Additionally, voice, audio and other communications alternatives that compete with our products are constantly being introduced.

Our competitors in the area of contact center include, but are not limited to, Anywhere365, Luware, Landis, ComputerTalk, Tendfor and other contact center vendors, primarily focused on the Microsoft Teams product. Our competitors in content delivery or connectivity platform, as well as Operator Connect Accelerate, Zoom exchange providers and WebEx enablement, include: (i) SIPPIO; (ii) DSTNY Group; (iii) Nuwave; and (iv) CallTower. Some of our competitors are also customers of our products and technologies.

In the future, we may also develop and introduce other products or services with new or additional telecommunications capabilities or services. As a result, we may compete directly with VoIP companies, system integrators, VARs and other telecommunications infrastructure and solution providers, some of which may be our current customers. Additional competitors may include companies that currently provide communication software products and services. The ability of some of our competitors to bundle other enhanced services or complete solutions with VoIP products could give these competitors an advantage over us.

Intellectual Property and Proprietary Rights

Our success is dependent in part upon proprietary technology. We rely primarily on a combination of patent, copyright and trade secret laws, as well as confidentiality procedures and contractual provisions, to protect our proprietary rights. We also rely on trademark protection concerning various names and marks that serve to identify us and our products. While our ability to compete may be affected by our ability to protect our intellectual property, we believe that because of the rapid pace of technological change in our industry maintaining our technological leadership and our comprehensive familiarity with all aspects of the technology contained in our signal processors and communication boards is also significant to our success.

We own U.S. patents that relate to our technologies. We also actively pursue patent protection in selected other countries of interest to us. In addition to patent protection, we seek to protect our proprietary rights through unregistered copyright protection and through restrictions on access to our trade secrets and other proprietary information which we impose through confidentiality agreements with our customers, suppliers, employees and consultants.

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There are a number of companies besides us who hold or may acquire patents for various aspects of the technology incorporated in the ITU's standards or other industry standards or proprietary standards, for example, in the fields of wireless and cable. While we have obtained cross-licenses from some of the holders of these other patents, we have not obtained a license from all of the holders. The holders of these other patents from whom we have not obtained licenses may take the position that we are required to obtain a license from them. Companies that have submitted their technology to the ITU (and generally other industry standards making bodies) for adoption as an industry standard are required by the ITU to undertake to agree to provide licenses to that technology on reasonable terms. Accordingly, we believe that even if we were required to negotiate a license for the use of such technology, we would be able to do so at an acceptable price. Similarly, third parties who also participate with respect to the same standards-setting organizations as do we may be able to negotiate a license for use of our proprietary technology at a price acceptable to them, but which may be lower than the price we would otherwise charge.

Third parties have claimed, and from time to time in the future may claim, that our past, current or future products infringe their intellectual property rights. Intellectual property litigation is complex and there can be no assurance of a favorable outcome of any litigation. Any future intellectual property litigation, regardless of outcome, could result in substantial expense to us and significant diversion of the efforts of our technical and management personnel. Litigation could also disrupt or otherwise severely impact our relationships with current and potential customers as well as our manufacturing, distribution and sales operations in countries where relevant third-party rights are held and where we may be subject to jurisdiction. An adverse determination in any proceeding could subject us to significant liabilities to third parties, require disputed rights to be licensed from such parties, assuming licenses to such rights could be obtained, or require us to cease using such technology and expend significant resources to develop non-infringing technology. We may not be able to obtain a license at an acceptable price.

In the past, we have entered into technology licensing fee agreements with third parties. Under these agreements, we agreed to pay these third parties royalties, based on sales of relevant products.

C. ORGANIZATIONAL STRUCTURE

AudioCodes Ltd. is the parent company of a group that consists of AudioCodes Ltd. and over 20 subsidiaries worldwide. AudioCodes Inc., our wholly-owned U.S. subsidiary incorporated in Delaware, is a significant subsidiary based in Piscataway, New Jersey.

D. PROPERTY, PLANTS AND EQUIPMENT

In November 2022, we entered into new lease agreement in Park Naimi, which is located in Or Yehuda near Messubim Junction in Israel, or the New Lease Agreement. The New Lease Agreement replaced the previous lease agreement of our main offices in Israel. Pursuant to the New Lease Agreement, we lease from the landlord an approximately 10,500 square meters facility, or the Premises. The lease of the Premises commenced in July 2023. The initial lease term main office under the New Lease Agreement is for seven years. Additionally, we hold options under the New Lease Agreement to extend the lease term for additional periods of five years.

In June 2023, we entered into a new lease agreement in Or Yehuda, or the Or Yehuda Warehouse Lease, which commenced in 2023. The Or Yehuda Lease replaces the current lease agreement of our warehouse in Israel. Pursuant to the Or Yehuda Warehouse Lease, we leased from the landlord an approximately 1,128 square meter facility. The initial lease term under the Or Yehuda Lease is for six years, commencing upon the transfer of possession of the Premises (as defined in the Or Yehuda Lease). We additionally hold options under the Or Yehuda Lease to extend the lease term for two additional periods of up to 10 years.

On December 25, 2024, we entered into a settlement, or the Settlement Agreement, with the landlord of our prior headquarters and production facility in connection with the termination of the related lease agreement. Pursuant to the Settlement Agreement, we incurred a one-time, non-recurring settlement expense of approximately \$1.4 million during the quarterly period in the form of a cash payment made to the landlord.

We also lease offices in Beer Sheva, Israel, or the Beer Sheva Lease. The annual lease payments in 2024 (including management fees) for Beer Sheva Lease was approximately \$373,000.

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Our U.S. subsidiary, AudioCodes Inc., leased an approximately 14,706 square foot facility in Piscataway, New Jersey, or the New Jersey Lease, on May 13, 2022. AudioCodes Inc. also leases offices in Morrisville, North Carolina, or the North Carolina Lease. The annual lease payments in 2023 (including management fees) for all our offices in the United States were approximately \$467,000.

We lease additional offices for our international offices; however, we do not believe the lease agreements for these offices are material.

We believe that these properties are sufficient to meet our current needs. However, we may need to increase the size of our current facilities, seek new facilities, close certain facilities or sublease portions of our existing facilities in order to address our needs in the future.

ITEM 4.A. UNRESOLVED STAFF COMMENTS

None.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

Critical Accounting Estimates

Our consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America, or U.S. GAAP. These accounting principles require management to make certain estimates, judgments and assumptions based upon information available at the time that they are made, historical experience and various other factors that are believed to be reasonable under the circumstances. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements, as well as the reported amounts of revenues and expenses during the periods presented.

Our management has reviewed our critical accounting policies and related disclosures with our Audit Committee. See Note 2 to our Consolidated Financial Statements included elsewhere in this Annual Report, which contains additional information regarding our accounting policies and other disclosures required by U.S. GAAP.

On an ongoing basis, management evaluates its estimates and judgments. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Management believes the significant accounting policies that affect its more significant judgments and estimates used in the preparation of its consolidated financial statements and are the most critical to aid in fully understanding and evaluating AudioCodes' reported financial results include the following:

- Revenue recognition and allowance for sales returns;
- Allowance for credit losses;
- Inventories;
- Intangible assets;
- Goodwill;
- Income taxes and valuation allowance;
- Share-based compensation; and
- Contingent liabilities.

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The extent of the impact of current macroeconomic conditions, including, but not limited to, rising inflation, an overall global economic slowdown and the ongoing conflicts in Ukraine and in the Middle East, on our business, financial condition and results of operations will depend on future developments, which are highly uncertain at this time. Accordingly, we face a greater degree of uncertainty than normal in making the judgments and estimates needed to apply certain of our significant accounting policies.

Revenue Recognition and Allowance for Sales Returns

We generate our revenues primarily from the sale of software licenses, equipment, and related services through a direct sales force and sales representatives. Our products are delivered to our customers, which include original equipment manufacturers, or OEMs, network equipment providers, systems integrators, enterprises, carriers and distributors in the telecommunications and networking industries, all of whom are considered end-users.

Revenues are recognized in accordance with Accounting Standards Codification, or ASC, 606, “*Revenue from Contracts with Customers*”. As such, we identify a contract with a customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to each performance obligation in the contract and recognize revenues when (or as) we satisfy its performance obligations.

We enter into contracts that can include combinations of products and services that are capable of being distinct and accounted for as separate performance obligations. The software licenses and equipment are distinct as the customer can derive the economic benefit of it without any additional services. We also provide professional services, support and maintenance services, which are accounted for as separate performance obligations. We allocate the transaction price to each performance obligation, based on its relative standalone selling price out of the total consideration of the contract. To the extent the transaction price includes usage-based fees, variable fees are generally recognized when the subsequent usage occurs or using the variable consideration allocation exception.

Software license and equipment revenues are recognized at the point of time when control is transferred.

Revenues from professional services, maintenance and support services are generally recognized ratably over the term of the contract, as the services have a consistent continuous pattern of transfer to the customer during the contract period. As we generally do not sell the products separately on a standalone basis, the standalone selling prices are not directly observable. Therefore, we make estimates, based on reasonably available information. The estimated selling price is established considering multiple factors such as historical selling prices, internal pricing practices, gross margin objectives and discount policy. We typically bill customers based on actual delivery. The payment terms vary, mainly with terms of 60 days or fewer. Revenue is recognized net of any taxes collected from customers which are subsequently remitted to the tax authorities. We elected to account for shipping and handling activities as fulfillment activities. Shipping and handling activities are classified as part of the cost of revenues.

We grant to certain customers a right of return or the ability over a limited period to exchange for other products a specific percentage of the total price paid for products they have purchased. We maintain a provision for product returns and exchanges and other incentives, based on our experience with historical sales returns, analysis of credit memo data and other known factors, all in accordance with ASC 606. This provision is deducted from revenues and amounted to approximately \$1.7 million and \$2.1 million as of December 31, 2024 and 2023, respectively. This provision was recorded as part of other payables and accrued expenses.

In instances of contracts where revenue recognition differs from the timing of invoicing, we generally determined that those contracts do not include a significant financing component. The primary purpose of the invoicing terms is to provide customers with simplified and predictable ways of purchasing our products and services, not to receive or provide financing. We use the practical expedient and do not assess the existence of a significant financing component when the difference between payment and revenue recognition is a year or less.

Deferred revenues include amounts invoiced to customers for which revenue has not yet been recognized. Deferred revenues are recognized as (or when) we perform the performance obligations under the contract.

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Allowance for Credit Losses

Our trade receivables are derived from sales to customers located primarily in the Americas, Europe, Eastern Asia and Israel. We perform ongoing credit evaluations of our customers and to date have not experienced any material losses from uncollected receivables. Our expected allowance for credit losses for trade receivables is based upon our assessment of various factors, including historical experience, the age of the trade receivable balances, credit quality of our customers, current economic conditions and other factors. We usually do not require collateral on trade receivables because most of our sales are made to large and well-established companies. On occasion we may purchase foreign trade risk insurance to cover credit exposure for a portion of our sales and this may mitigate the amount we need to write off as a result of doubtful collections.

Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined using the “weighted average cost” method for raw materials and finished products with the addition of direct manufacturing cost. We periodically evaluate the quantities on hand relative to current and historical selling prices and historical and projected sales volume and technological obsolescence. Based on these evaluations, inventory write-offs are provided to cover risks arising from slow-moving items, technological obsolescence, excess inventories, discontinued product lines and market prices lower than cost. During the years ended December 31, 2024 and 2023, we wrote off inventory in the aggregate amount of approximately \$4.8 and approximately \$1.1 million, respectively. During the year ended December 31, 2022, inventory write off was immaterial.

Intangible Assets

As a result of our acquisitions, our balance sheet included acquired intangible assets in the aggregate amount of approximately \$0.5 million and \$1.0 million as of December 31, 2024 and 2023, respectively.

We allocated the purchase price of the companies we acquired to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values. These valuations require management to make significant estimations and assumptions, especially with respect to intangible assets. Critical estimates in valuing intangible assets include future expected cash flows from technology acquired, trade names, backlog and customer relationships. In addition, other factors considered are the brand awareness and market position of the products sold by the acquired companies and assumptions about the period of time the brand will continue to be used in the combined company’s product portfolio. Management’s estimates of fair value are based on assumptions believed to be reasonable, but such assumptions are inherently uncertain and unpredictable.

If we did not appropriately allocate these components or we incorrectly estimate the useful lives of these components, our computation of amortization expense may not appropriately reflect the actual impact of these costs over future periods, which could materially and adversely affect our operating results.

Intangible assets are comprised of acquired technology, customer relations and licenses. Intangible assets that are not considered to have an indefinite useful life are amortized using the straight-line basis over their estimated useful lives, which range from four to ten years. Recoverability of these assets is measured by a comparison of the carrying amount of the asset to the undiscounted future cash flows expected to be generated by the assets. If the assets are considered to be impaired, the amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired assets.

During the years ended December 31, 2024, 2023 and 2022, no impairment charges were identified.

Goodwill

As a result of our acquisitions, our balance sheet included acquired goodwill in the aggregate amount of approximately \$37.6 million as of December 31, 2024 and 2023. Goodwill represents the excess of the purchase price and related costs over the fair value of net tangible and identifiable intangible assets of businesses acquired and accounted for under the purchase method. In accordance with ASC 350, “*Intangible, Goodwill and Other*,” goodwill is not amortized and is tested for impairment at least annually. Our annual impairment test is performed at the end of the fourth quarter each year. If events or indicators of impairment occur between the annual impairment tests, we perform an impairment test of goodwill at that date.

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ASC 350 prescribes a two-phase process for impairment testing of goodwill. The first phase screens for impairment, while the second phase (if necessary) measures impairment. Goodwill impairment is deemed to exist if the net book value of a reporting unit exceeds its estimated fair value. In such case, the second phase is then performed, and we measure impairment by comparing the carrying amount of the reporting unit's goodwill to the implied fair value of that goodwill. An impairment loss is recognized in an amount equal to the excess. We have an option to perform a qualitative assessment to determine whether it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount prior to performing the two-step goodwill impairment test. If this is the case, the two-step goodwill impairment test is required. If it is more-likely-than-not that the fair value of a reporting unit is greater than its carrying amount, the two-step goodwill impairment test is not required.

During the years ended December 31, 2024, 2023 and 2022, no impairment losses were identified with respect to goodwill.

Income Taxes and Valuation Allowance

As part of the process of preparing our consolidated financial statements, we are required to estimate our income tax expense in each of the jurisdictions in which we operate. This process involves us estimating our actual current tax exposure, which is accrued as taxes payable, together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets, which are included within our consolidated balance sheet. We may record a valuation allowance to reduce our deferred tax assets to the amount of future tax benefit that is more likely than not to be realized.

Although we believe that our estimates are reasonable, there is no assurance that the final tax outcome and the valuation allowance will not be different from those which are reflected in our historical income tax provisions and accruals.

We have filed or are in the process of filing U.S. federal, state and foreign tax returns and Israel tax returns, that might be subject to audit by the respective tax authorities. Although the ultimate outcome is unknown, we believe that adequate amounts have been provided for and any adjustments that may result from tax return audits are not likely to materially adversely affect our consolidated results of operations, financial condition or cash flows.

Share-based Compensation

We account for share-based compensation in accordance with ASC 718, "Compensation - Stock Compensation". We utilize the Black-Scholes option pricing model to estimate the fair value of share-based compensation at the date of grant. We selected the Black-Scholes option pricing model as the most appropriate fair value method for our option awards. The Black-Scholes model requires subjective assumptions regarding dividend yields, expected volatility, expected life of options and risk-free interest rates. These assumptions reflect management's best estimates. Changes in these inputs and assumptions can materially affect the estimate of fair value and the amount of our share-based compensation expenses relating to stock options. We recognized share-based compensation expense of \$8.2 million, \$11.4 million and \$15.1 million in the years ended December 31, 2024, 2023 and 2022, respectively. As of December 31, 2024, there was approximately \$7.9 million of total unrecognized share-based compensation expense related to non-vested share-based compensation arrangements granted by us. As of December 31, 2024, such expense is expected to be recognized over a weighted-average period of 2.80 years.

Contingent Liabilities

We are, from time to time, involved in claims, lawsuits, government investigations, and other proceedings arising from the ordinary course of our business. We record a provision for a liability when we believe that it is both probable that a liability has been incurred, and the amount can be reasonably estimated. Significant judgment is required to determine both probability and the estimated amount. Such legal proceedings are inherently unpredictable and subject to significant uncertainties, some of which are beyond our control. Should any of these estimates and assumptions change or prove to have been incorrect, it could have a material impact on our results of operations, financial position and cash flows. No provision was recorded as of December 31, 2024.

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Recently Issued and Adopted Accounting Pronouncements

See Note 2ab to our Consolidated Financial Statements included elsewhere in this Annual Report.

New Accounting Pronouncements Not Yet Effective

See Note 2ac to our Consolidated Financial Statements included elsewhere in this Annual Report.

A. OPERATING RESULTS

You should read this discussion with the consolidated financial statements and other financial information included in this Annual Report.

Overview

AudioCodes is a leading vendor of advanced communications software, products and productivity solutions for the digital workplace. Our products are deployed on-premises or delivered from the cloud. Providing software communications, cloud-based platforms, customer premise equipment and software applications, our solutions and products are geared to meet the growing needs of enterprises and service providers realigning their operations towards the transition to all-IP networks and hosted unified communications and collaboration business services. In addition, we offer a complete suite of professional and managed services that allow our partners and customers to choose a service package (or complement their own offering) from a modular portfolio of professional services.

Our products are deployed globally in enterprise and service provider cloud networks. Our products include session border controllers, or SBC, life cycle management solutions, VoIP network routing solutions, media gateways, multi-service business routers, IP phones, value-added applications (such as Voca CIC and Meeting Insights) and professional services. Our high-definition VoIP technologies and products provide enhanced intelligibility and a better end user experience in emerging voice communications services. We have tens of millions of SBC, media gateway and media server sessions deployed in over 100 countries across the globe. Our high availability platforms cover the spectrum of low, mid and high-density applications for service providers and large enterprises.

With over 25 years in the telecommunications market, we offer a broad range of solutions and services for both enterprise and service provider deployments. These solutions are built around our field-proven VoIP product range. Our VoIP technology contains voice quality enhancements and best-of-breed VoIP network elements and applications and has a proven track record in product and network interoperability with the industry's leading companies. With full support for industry standard protocols such as SIP, and proven interoperability with industry leading soft switches, private branch exchanges, or PBXs, IP-PBXs, unified communications and contact center platforms, we deliver innovative solutions for virtually any voice communications environment, offering reduced total cost of ownership, enhanced features, and superior voice quality.

We have invested significant development resources in complying with Microsoft's requirements for the purpose of becoming a Microsoft recognized partner for their unified communication solutions for the enterprise market, which are known as Microsoft Skype for business and Microsoft Teams. We have adapted some of our gateway products, IP phones, session border controllers, survivable branch applications, value added applications and professional services to operate in the Microsoft Skype for business and Microsoft Teams environment. Our products to the Skype for Business and Microsoft Teams Unified Communications market are sold primarily to our channel partners.

We offer a comprehensive professional services program intended to provide responsive, preventive, and consultative support of our networking products. Our professional services support networking devices, applications and infrastructures, allowing large organizations and service providers to realize the potential of a high-performance multi-service network.

Our headquarters and research and development facilities are located in Israel with research and development extensions in the U.S. and China. We have other offices located in Europe, Asia, Latin America and Australia.

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Historically, a substantial portion of our revenue has been derived from large purchases by a limited number of OEMs, NEPs, systems integrators and distributors. Westcon Group, our largest customer, accounted for approximately 13.3%, 16.3% and 15.1% of our revenues in the years ended December 31, 2024, 2023 and 2022, respectively. In addition, ScanSource Communications Group accounted for approximately 11.7%, 10.3% and 10.0%, of our revenues in the years ended December 31, 2024, 2023 and 2022, respectively. Our top five customers accounted for approximately 38.2%, 39.2%, 38.2% of our revenues in the years ended December 31, 2024, 2023 and 2022, respectively. If we lose a large customer and fail to add new customers to replace the associated lost revenue, or the revenue derived from any such customers materially decreases, our operating results may be materially adversely affected.

Revenues, based on the location of our customers for the last three fiscal years, are as follows:

	Year Ended December 31,		
	2024	2023	2022
Americas, principally the United States	51.7 %	51.7 %	50.7 %
Eastern Asia	13.5	14.5	15.3
Europe	31.6	32.3	31.9
Israel	3.2	1.5	2.1
Total	100.0 %	100.0 %	100.0 %

Beyond repeated business from distributors and service providers, we believe that prospective customers are generally required to make a significant commitment of resources to test and evaluate our products and to integrate them into their larger systems. Our sales process is often subject to delays associated with lengthy approval processes that typically accompany the design and testing of new communications equipment. For these reasons, the sales cycles of our products to new customers are often lengthy, averaging approximately six to twelve months. As a result, we may incur significant selling and product development expenses prior to generating revenues from sales.

The currency of the primary economic environment in which our operations are conducted is the dollar and, as such, we use the dollar as our functional currency. Transactions and balances originally denominated in dollars are presented at their original amounts. All transaction gains and losses from the premeasurement of monetary balance sheet items denominated in non-dollar currencies are reflected in the statement of operations as financial income or expenses, as appropriate.

The demand for VoIP technology has increased during recent years. In recent years, the shift from traditional circuit-switched networks to next generation packet-switched networks continued to gain momentum. As data traffic becomes the dominant factor in communications, service providers are building and maintaining converged networks for integrated voice and data services. In developed countries, traditional and alternative service providers have adopted bundled triple play (voice, video and data) and quadruple play (voice, video, data and mobile) offerings. This trend, enabled by voice and multimedia over IP, has fueled competition among cable, wireline, ISP and mobile operators, increasing the pressure for adopting and deploying VoIP networks. In addition, underdeveloped markets without basic wire line service in countries such as China and India and certain countries in Eastern Europe are adopting the use of VoIP technology to deliver voice and data services that were previously unavailable.

The general economic uncertainty, including disruptions in the world credit and equity markets, has had and continues to have a negative impact on business around the world. This economic environment has had an adverse impact on the technology industry and our major customers. Conditions may continue to be uncertain or may be subject to deterioration which could lead to a reduction in consumer and customer spending overall, which could have an adverse impact on sales of our products. A disruption in the ability of our significant customers to access liquidity could cause serious disruptions or an overall deterioration of their businesses which could lead to a significant reduction in their orders of our products and the inability or failure on their part to meet their payment obligations to us, any of which could have a material adverse effect on our results of operations and liquidity. In addition, any disruption in the ability of customers to access liquidity could lead customers to request longer payment terms from us or long-term financing of their purchases from us. Granting extended payment terms or a significant adverse change in a customer's financial and/or credit position could also require us to assume greater credit risk relating to that customer's receivables or could limit our ability to collect receivables related to purchases by that customer. As a result, our allowance for credit losses and write-offs of accounts receivable could increase.

Ongoing Conflict in Ukraine

In February 2022, Russia launched a large-scale invasion of Ukraine, and Russia and Ukraine continue to engage in active and armed conflict. Such conflict has resulted, and will likely continue to result in, significant destruction of Ukraine's infrastructure and substantial casualties amongst military personnel and civilians. As a result of Russia's invasion of Ukraine, the governments of several nations have implemented commercial and economic sanctions against Russia (as well as certain banks, companies, government officials, and other individuals in Russia and Belarus). In addition to governmental entities, actors in the private sector, including, among others, tech firms, consumer brands and major manufacturers, have stopped, or previously announced that they intend to stop, operations in Russia and cease their partnerships with Russian firms, and shippers, insurance companies and refiners have similarly indicated that they will no longer purchase or ship crude oil from Russia. In March 2022, Israel's then Foreign Minister Mr. Yair Lapid indicated that Israel would not function as a route to bypass sanctions imposed on Russia by the United States and other western countries, and Israeli banks have elected to sever relationships with sanctioned Russian banks. While Israel has not, as of the date of this Annual Report, imposed explicit sanctions on Russia or Belarus, it has publicly rejected Russia's annexation of the four occupied regions of Ukraine and voiced support for Ukraine's sovereignty and territorial integrity. Moreover, Israeli companies who hold ties to the United States, the United Kingdom and the European Union could be indirectly subject to the measures imposed by such nations.

In May 2023, in coordination with the G7, Australia, and other partners, the United States imposed new sanctions on Russia. As part of these actions, the U.S. Department of State imposed sanctions on over 200 entities, individuals, vessels, and aircraft, as well as designated certain entities and individuals (i) across Russia's defense and related materiel, technology, and metals and mining sectors and (ii) involved in expanding Russia's future energy production and capacity.

In December 2023, President Biden signed an executive order which seeks to strengthen U.S. sanctions authorities against financial facilitators of Russia's war efforts, and additionally provided authority to broaden U.S. import bans on certain Russian goods. Moreover, in February 2024, the United States' Treasury Department, State Department and Department of Commerce, collectively, imposed an extensive set of new sanctions on Russia, which specifically target Russia's financial sector and military-industrial operations. Such sanctions seek to restrict Russia's energy industry and limit the evasion of sanctions outside the United States, including by encompassing 500 additional persons associated with the ongoing Russo-Ukrainian conflict. Moreover, in August 2024, the United States Treasury Department imposed sanctions on more than 400 entities and persons that have supported Russia's war effort in Ukraine, including certain companies in China that the U.S. government asserted have helped Russia evade prior sanctions applied by western nations and strengthen its military efforts. The United States additionally in August 2024 added 105 and Russian and Chinese firms to a trade restrictions list for ongoing alleged support of the Russian military, including by sending U.S. electronics to Russian military-related end-users as well as producing drones for Russia's use. In December 2024, the European Council introduced a further sanctions package against Russia, which, among other things, added 54 persons and 30 entities allegedly responsible for actions undermining or threatening the territorial integrity, sovereignty and independence of Ukraine to the list of persons, entities and bodies subject to restrictive measures set out in the Annex to Decision 2014/145/CFSP.

While it is not possible to predict or determine the ultimate consequences and impact of the conflict in Ukraine, such conflict could result in, among other things, significant regional instability and geopolitical shifts, and material and adverse effects on global macroeconomic conditions, financial markets, exchange rates and supply chains. To the extent negotiations between Russia and Ukraine are ultimately unsuccessful, the conflict in Ukraine could have a lasting impact in the near- and long-term on the financial condition, business and operations of our business (and the businesses of the counterparties with whom we engage), and the global economy at large.

Ongoing War in Gaza and Regional Hostilities

On October 7, 2023, terrorists from Hamas and other terrorist organizations infiltrated Israel's southern border from the Gaza Strip and conducted a series of attacks on civilian and military targets, including widespread killings and kidnappings. Shortly following the attack, Israel declared war against Hamas. While a ceasefire between Israel and Hamas took effect in mid-January 2025, hostilities have since resumed on a limited scale, and future developments are unpredictable. In addition, since the commencement of these events, there have been continued hostilities along Israel's northern border with Hamas supporters, including Lebanon (with the Hezbollah terror organization) and Syria. The aggressors have utilized, and could continue to use, terror, rocket and drone attacks, which target locations throughout Israel and cause substantial disruption and damage. Israel may not be able to defend effectively against such attacks and such attacks could have a material and adverse impact on our business, operations and financial condition. Additionally, the Houthi movement, which controls parts of Yemen, launched a number of rocket attacks targeting Israel's southern border and attacks on marine vessels traversing the Red Sea, which marine vessels were thought to either be in route towards Israel or to be partly owned by Israeli businessmen. It is possible that these hostilities will escalate, and that other terrorist organizations, including the Palestinian military organizations in the West Bank as well as other hostile countries, such as Iran, will join the hostilities.

In 2024, sales to customers in Israel accounted for less than 3% of our total revenues. Our Israeli facilities are based in central Israel, in an area that to date has seen minor disruptions from rocket attacks. To date, none of our facilities or infrastructure have been damaged nor have our supply chains been significantly impacted since the war commenced in October 2023. However, we cannot predict the ultimate effect that the ongoing war and hostilities will have on us, including our supply chain and our ability to ship products from Israel, and any increase in these hostilities or any future armed conflict, political instability or violence in the region. Additionally, some of our officers and employees in Israel are obligated to perform annual military reserve duty and are subject to being called for additional active duty under emergency circumstances. For example, in connection with the war with Hamas and conflicts with its supporters described above, some of our employees were called up to serve in the army. Some of our employees live within conflict area territories and may be forced to stay at home instead of reporting to work. If many of our employees are called for active duty, or forced to stay at home, our operations in Israel and our business may be materially and adversely affected.

A number of countries and organizations continue to restrict or ban business with Israel or with Israeli companies, or with companies doing business with Israel or with Israeli companies, which may limit our ability to make sales in those countries. The war with Hamas and conflicts with its supporters have also led to a reduction in the number of airlines and flights to Israel as well as a threat to shipping lines. In addition, there have been increased efforts by activists to cause companies and consumers to boycott Israeli goods based on Israeli government policies. Such actions, particularly if they become more widespread, may adversely impact our ability to sell our products. Moreover, any deterioration in the capital markets resulting directly or indirectly from the ongoing conflict could limit our ability to obtain external financing.

We cannot predict the full impact of the war with Hamas and the related conditions on us in the future, particularly if emergency circumstances or geopolitical tensions continue, any aspect of which could have a material adverse effect on our business, financial position, operating results and cash flows. To the extent that the ongoing war with Hamas and conflicts with its supporters materially and adversely affects our business and financial results, such may also have the effect of heightening many of the other risks described in Item 3.D, "Key Information - Risk Factors."

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Results of Operations

The following table sets forth the results of operations in dollars and as a percentage of total revenues for the periods indicated:

	Year ended December 31,			
	2024		2023	
	Amount	% of Revenues	Amount	% of Revenues
Revenues:				
Products	\$ 111,966	46.2 %	\$ 123,991	50.7 %
Services	130,210	53.8	120,392	49.3
Total revenues	<u>242,176</u>	<u>100.0</u>	<u>244,383</u>	<u>100.0</u>
Cost of revenues:				
Products	44,448	18.4	47,964	19.6
Services	39,567	16.3	38,070	15.6
Total cost of revenues	<u>84,015</u>	<u>34.7</u>	<u>86,034</u>	<u>35.2</u>
Gross profit	<u>158,161</u>	<u>65.3</u>	<u>158,349</u>	<u>64.8</u>
Operating expenses:				
Research and development, net	52,125	21.5	57,169	23.4
Selling and marketing	71,167	29.4	70,243	28.7
General and administrative	17,678	7.3	16,513	6.8
Total operating expenses	<u>140,970</u>	<u>58.2</u>	<u>143,925</u>	<u>58.9</u>
Operating income	17,191	7.1	14,424	5.9
Financial income (expenses), net	(2,095)	(0.9)	(52)	-
Income before taxes on income	<u>15,096</u>	<u>6.2</u>	<u>14,372</u>	<u>5.9</u>
Taxes on income	215	0.1	(5,592)	(2.3)
Net income	<u>\$ 15,311</u>	<u>6.3 %</u>	<u>\$ 8,780</u>	<u>3.6 %</u>

Year Ended December 31, 2024 Compared to Year Ended December 31, 2023

Revenues. Revenues decreased by 0.9% to \$242.2 million in the year ended December 31, 2024, from \$244.4 million in the year ended December 31, 2023.

Our revenues from sales of products in the year ended December 31, 2024 decreased by 9.7% to \$112.0 million, or 46.2% of total revenues, from \$124.0 million, or 50.7% of total revenues, in the year ended December 31, 2023. The decrease in revenues from sales of products was primarily attributable to the softness in our service provider segment, as carriers reduced inventories and purchases in light of elevated interest rate environment as well as impact from our ongoing pivot to AudioCodes managed services offering in lieu of capex sales.

Our revenues from sales of services in the year ended December 31, 2024 increased by 8.2% to \$130.2 million, or 53.8% of total revenues, from \$120.4 million, or 49.3% of total revenues, in the year ended December 31, 2023. The increase in revenues from sales of services was primarily driven by the growth of our professional and managed services offerings. At the core of this growth is our continued progress in pivoting to recurring revenues with strong execution in our operation of the AudioCodes Live offering. The growth in product support services was attributable to sales of products in prior periods that resulted from an increase of our renewal rate of support agreements in some regions and from support services for a larger number of products being supported. The growth in sales of professional services was attributable to offering more managed services with larger contract value as part of our AudioCodes Live offering and a broader portfolio of professional services offered by us and an increase in demand for such services in the Enterprise UC market (mainly Microsoft Teams).

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Cost of Revenues and Gross Profit. Cost of revenues includes the cost of hardware, quality assurance, overhead related to professional and support customer services, overhead related to manufacturing activity, technology licensing and royalty fees payable to third parties and to the IIA. Gross profit decreased to \$158.2 million in the year ended December 31, 2024, from \$158.3 million in the year ended December 31, 2023. Gross profit as a percentage of total revenues was 65.3% in the year ended December 31, 2024, compared to 64.8% in the year ended December 31, 2023. Expenses included in cost of revenues related to share-based compensation were \$0.4 million in each of the years ended December 31, 2024 and 2023.

Cost of revenues related to sales of products decreased by 7.3% to \$44.4 million in the year ended December 31, 2024, from \$48.0 million in the year ended December 31, 2023. Gross margin percentage from products was 60.3% in the year ended December 31, 2024 and 61.3% in the year ended December 31, 2023.

Cost of revenues related to sales of services in the year ended December 31, 2024 increased by 3.9% to \$39.6 million, from \$38.1 million in the year ended December 31, 2023. This increase is primarily attributable to higher support personnel expenses associated with providing services and implementation of our products with service providers as well as enterprise customers. In the year ended December 31, 2024, the gross margin percentage from sales of services increase to 69.6%, from 68.4% in the year ended December 31, 2023.

Research and Development Expenses, net. Research and development expenses, net, consist primarily of salaries and related costs of employees engaged in ongoing research and development activities, development-related raw materials and the cost of subcontractors, less grants from the IIA. Research and development expenses decreased by 8.8% in the year ended December 31, 2024 to \$52.1 million, from \$57.2 million in the year ended December 31, 2023. As a percentage of total revenues, research and development expenses, net decreased to 21.5% in the year ended December 31, 2024, from 23.4% in the year ended December 31, 2023. The decrease on an absolute basis is primarily due to a decrease in payroll expenses. In addition, in the year ended December 31, 2024, expenses included in research and development expenses related to share-based compensation were \$2.1 million, compared to \$2.7 million in the year ended December 31, 2023. IIA grants recognized were \$0.1 million in the year ended December 31, 2024, compared to \$0.7 million in the year ended December 31, 2023.

Selling and Marketing Expenses. Selling and marketing expenses consist primarily of salaries and related costs (including sales commissions) of sales and marketing personnel, as well as exhibition, travel and related expenses. Selling and marketing expenses increased by 1.3% in the year ended December 31, 2024 to \$71.2 million, from \$70.2 million in the year ended December 31, 2023. As a percentage of total revenues, selling and marketing expenses increased to 29.4% in the year ended December 31, 2024, from 28.7% in the year ended December 31, 2023. In the year ended December 31, 2024, expenses included in selling and marketing expenses related to share-based compensation were \$3.0 million, compared to \$4.3 million in the year ended December 31, 2023.

General and Administrative Expenses. General and administrative expenses consist primarily of salaries and related costs of finance, human resources and general management personnel, rent, network and allowance for credit losses, as well as insurance and consultant services expenses. General and administrative expenses increase by 7.1% to \$17.7 million in the year ended December 31, 2024, from \$16.5 million in the year ended December 31, 2023. As a percentage of total revenues, general and administrative expenses increased to 7.3% in the year ended December 31, 2024, from 6.8% in the year ended December 31, 2023. The increase on an absolute basis is primarily due to depreciation expenses and a one-time, non-recurring expense attributable to a settlement agreement entered into with the landlord of our prior headquarters in connection with the termination of the related lease agreement. In addition, in the year ended December 31, 2024, expenses included in general and administrative expenses related to share-based compensation were \$2.8 million compared to \$4.0 million in the year ended December 31, 2023.

Financial Expenses, Net. Financial expenses, net consists primarily of interest earned on cash and cash equivalents, marketable securities and bank deposits, gains from financial investments, net of interest on our bank loans and bank charges, exchange rate differences and linkage differences to the Israeli consumer price Index, or Israeli CPI, and amortization of marketable securities premiums and accretion of discounts, net. Financial expense, net, in the year ended December 31, 2024 was \$2.1 million, compared to \$0.1 million in the year ended December 31, 2023. The increase in financial expenses, net in the year ended December 31, 2024 was primarily due to exchange rate fluctuations.

Taxes on Income (tax benefit). We received an income tax benefit of \$0.2 million in the year ended December 31, 2024, compared to income tax expenses of \$5.6 million in the year ended December 31, 2023. The income tax benefit in the year ended December 31, 2024 reflects the effect of the tax benefit associated with the creation of deferred tax assets.

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A discussion with respect to a comparison of the results of operations for the year ended December 31, 2023, compared to the year ended December 31, 2022 is contained under the heading “Results of Operations” in Item 5 of our Annual Report on Form 20-F for the year ended December 31, 2023, or the 2023 Form 20-F.

Impact of Inflation, Devaluation and Fluctuation of Currencies on Results of Operations, Liabilities and Assets

Since the majority of our revenues are denominated in or linked to the dollar, we believe that inflation and fluctuations in the NIS/dollar exchange rate have no material impact on our revenues. However, most of the costs of our Israeli operations, mainly personnel and facility-related, is incurred in NIS. Inflation in Israel and dollar exchange rate fluctuations have some influence on our expenses and, as a result, on our net income. Our NIS costs, as expressed in dollars, are influenced by the extent to which any increase in the rate of inflation in Israel is not offset (or is offset on a lagging basis) by a devaluation or appreciation of the NIS in relation to the dollar.

To protect against the changes in value of forecasted foreign currency cash flows resulting from payments in NIS, we maintain a foreign currency cash flow hedging program. We hedge portions of our forecasted expenses denominated in foreign currencies with forward contracts. These measures may not adequately protect us from material adverse effects due to the impact of inflation in Israel.

Rising inflation in the United States and other markets in which we operate (or derive revenue) may impact the economy and ultimately the demand for our products and services. See Item 3.D, “Key Information - Risk Factors - High rates of global inflation and the occurrence of a recession could have a material and adverse impact on our business, results of operations and financial condition” for further information regarding the risks associated with such inflation.

The following table presents information about the rate of inflation in Israel, the rate of devaluation of the NIS against the dollar, and the rate of inflation in Israel adjusted for the devaluation:

Year Ended December 31,	Israeli inflation rate %	NIS devaluation or appreciation rate %	Israeli inflation adjusted for devaluation or appreciation %
2024	3.2	0.6	(2.7)
2023	3.0	3.1	0.1
2022	5.3	13.2	7.9

B. LIQUIDITY AND CAPITAL RESOURCES

We have financed our operations for the last three years primarily from our cash and cash equivalents, bank deposits and cash from operations.

Our cash requirements have principally been for working capital and capital expenditures. Historically, we have financed our working capital requirements, primarily from sales of our products and services.

We plan to continue to finance our working capital in the future primarily through sales of our products and services. Our future capital requirements will depend on many factors, including our growth rate, continuing market acceptance of our products and services, customer retention, our ability to gain new customers, the timing and extent of spending to support research and development efforts, the expansion of sales and marketing activities and personnel, the introduction of new and enhanced offerings, and the impact of changes to the global economy, among other factors.

As of December 31, 2024, we had \$93.9 million in cash and cash equivalents, short-term bank deposits, short-term and long-term marketable securities and long-term financial investments, a decrease of \$12.7 million from \$106.7 million as of December 31, 2023. As compared to the year ended December 31, 2023, the overall decrease in our cash and cash equivalents, short-term bank deposits, short-term and long-term marketable securities, and long-term financial investments, was principally driven by repurchases of our ordinary shares in the amount of \$14.3 million, cash dividends paid in the aggregate amount of \$10.9 million, and purchases of property and equipment in the amount of \$24.3 million, which was offset by cash generated by operating activities in the amount of \$35.3 million.

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Our material cash requirements from known contractual and other obligations include our lease commitments and purchase commitments. For additional information on the foregoing lease commitments and purchase commitments, see Note 9 and Note 10a to our Consolidated Financial Statements included elsewhere in this Annual Report.

Share Repurchase Program and Cash Dividends

In January, June and December 2023 and in July and December 2024, we received court approval to purchase up to \$25.0 million, \$25.0 million, \$20.0 million, \$20.0 million and \$20.0 million of our ordinary shares, respectively. The most recent court approvals allowed us to use the approved amounts for share repurchases or cash dividends. The Israeli court generally limits its approval to six months from the date of application. As a result, although the program does not have a set end date, it requires renewal every six months by submitting a new court application, based on the then prevailing facts. Share purchases have and will take place in open market transactions or in privately negotiated transactions and may be made from time to time depending on market conditions, share price, trading volume or other factors. The repurchase program does not require us to purchase a specific number of shares and may be suspended from time to time or discontinued.

During the year ended December 31, 2024, we acquired an aggregate of 1,385,632 of our ordinary shares for approximately \$14.3 million, and declared and paid cash dividends in the aggregate amount of \$10.9 million. During the year ended December 31, 2023, we acquired an aggregate of 1,794,931 of our ordinary shares for approximately \$18.3 million, and declared and paid a cash dividend in the aggregate amount of \$11.4 million. In February 2025, we declared a cash dividend in the aggregate amount of \$5.3 million. As of March 11, 2025, we had approximately \$10.6 million available for share repurchases or dividends under the most recent court approval granted in December 2024. The current approval is valid through June 14, 2025.

Cash Flows from Operating Activities

Our operating activities are driven by sales of our products and services, less costs and expenses, primarily payroll and related expenses, and adjusted for certain non-cash items, mainly depreciation and amortization, stock-based compensation, amortization of deferred commissions, non-cash operating lease costs, amortization of premium and accretion of discount on marketable securities, and changes in operating assets and liabilities.

Our operating activities provided cash in the amount of \$35.3 million in the year ended December 31, 2024, as compared to the amount of \$14.9 million in the year ended December 31, 2023.

The changes to cash provided by our operating activities in the year ended December 31, 2024, as compared to the year ended December 31, 2023, were principally the result of (i) the period-over-period change in the amount of inventory, which decreased by \$12.3 million in the year ended December 31, 2024, as compared to an increase of \$7.8 million in the year ended December 31, 2023, which was the result of less inventory purchases undertaken by us due to an easing in supply chain conditions during the year ended December 31, 2024, (ii) the period-over-period change in other payables and accrued expenses which increased overall by \$3.2 million in the year ended December 31, 2024, as compared to a decrease of \$6.2 million in the year ended December 31, 2023, due to a reduction in outstanding liabilities in the year ended December 31, 2024, and (iii) net income in the amount of \$15.3 million for the year ended December 31, 2024, as compared to \$8.8 million in the year ended December 31, 2023, due in large part to the factors listed in "Operating Activities" above, which was offset by (x) the period-over-period change in trade receivables, which increased by \$3.8 million in the year ended December 31, 2024, as compared to a decrease of \$1.6 million in the year ended December 31, 2023, which was the result of entering into several contracts with customers close to the date of the reporting period, and (y) the period-over-period change in deferred tax assets, net which increased overall by of \$4.5 million in the year ended December 2024, as compared to a decrease of \$1.4 million in the year ended December 2023, due to the creation of deferred tax assets, and (z) the period-over-period change in other receivables and prepaid expenses which increased overall by of \$3.6 million in the year ended December 2024, as compared to a decrease of \$0.6 million in the year ended December 2023, due to the changes in the fair value of derivative instruments. There were no changes to our overall strategy with respect to our customer collections, vendor payments and inventory management for the periods discussed. Our collections are dependent on the magnitude of our revenues and the payment terms we grant to our customers from time to time. Our purchase of inventory is dependent on our expected revenue volume and overall product mix. In accordance with our overall strategy, where our service revenue increases, our inventory purchases will generally decrease. In addition, our inventory purchases are generally dependent upon global supply and demand trends with respect to the components we need for our products.

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Our operating activities provided cash in the amount of \$14.9 million in the year ended December 31, 2023, as compared to the amount of \$8.3 million in the year ended December 31, 2022.

The changes to cash provided by operating activities in the year ended December 31, 2023, as compared to the year ended December 31, 2022, were principally the result of (i) the period over period change in trade receivables, which decreased by \$1.6 million in the year ended December 31, 2023, as compared to an increase of \$20.6 million in the year ended December 31, 2022, which was the result of more effective collections in the year ended December 31, 2023, and (ii) the period over period change in the amount of inventory, which increased by \$7.8 million in the year ended December 31, 2023 as compared to \$12.6 million in the year ended December 31, 2022, which was the result of less inventory purchases undertaken by us due to an easing in supply chain conditions during the year ended December 31, 2023, which was offset by (x) the period over period change in trade payables which decrease overall in the amount of \$3.8 million in the year ended December 31, 2023, as compared to an increase of \$3.5 million in the year ended December 31, 2022, due to less inventory purchases in the year ended December 31, 2023 (as explained above in this paragraph), and (y) net income in the amount of \$8.8 million for the year ended December 31, 2023, as compared to \$28.5 million in the year ended December 31, 2022, due in large part to the factors listed in “*Operating Activities*” above. There were no changes to our overall strategy with respect to our customer collections, vendor payments and inventory management for the periods discussed. Our collections are dependent on the magnitude of our revenues and the payment terms we grant to our customers from time to time. Our purchase of inventory is dependent on our expected revenue volume and overall product mix. In accordance with Company’s overall strategy, where our service revenue increases, our inventory purchases will generally decrease. In addition, our inventory purchases are generally dependent upon global supply and demand trends with respect to the components we need for our products.

Cash Flows from Investing Activities

Our investment activities consist primarily of the purchase of property and equipment, including leasehold improvements, purchase and sale of deposits and changes in our marketable securities. In the future, we expect to continue to incur capital expenditures to support our expanding operations.

In the year ended December 31, 2024, our investment activities provided cash in the amount of \$17.8 million, as compared to the cash provided by investing activities in the amount of \$20.0 million in the year ended December 31, 2023. The amounts provided by investment activities in the year ended December 31, 2024 were primarily as a result of proceeds of \$42.6 million derived from the sale and redemption of marketable securities, which was offset by a \$24.3 million purchase of property and equipment.

More specifically, the change to cash provided by our investing activities in the year ended December 31, 2024, as compared to the year ended December 31, 2023, were principally the result of proceeds from sale of marketable securities, offset by an increase of purchase of property and equipment related to the transition to our new headquarters and production facility and decrease of financial investments.

In the year ended December 31, 2023, our investment activities provided cash in the amount of \$20.0 million, as compared to the cash used by investing activities in the amount of \$19.7 million in the year ended December 31, 2022. The amounts provided by investment activities in the year ended December 31, 2023 were primarily as a result of proceeds of \$14.1 million derived from the redemption of our financial investments, proceeds of \$6.9 million from the sale and redemption of our marketable securities, and proceeds of \$5.0 million derived from our short-term and restricted bank deposits, which was offset by a \$6.0 million purchase of property and equipment.

More specifically, the changes to cash provided by our investing activities in the year ended December 31, 2023, as compared to the year ended December 31, 2022, were principally the result of redemption of financial investments, offset by an increase of purchase of property and equipment related to the transition to our new headquarters and production facility.

Financing Activities

In the year ended December 31, 2024, we used \$24.9 million of cash in financing activities, as compared to \$28.9 million in the year ended December 31, 2023, primarily as a result of \$14.3 million used to repurchase our ordinary shares and \$10.9 million used to pay cash dividends to our shareholders, partially offset by \$0.4 million of proceeds from the issuance of our ordinary shares upon exercise of stock options (which stock options were exercised in the ordinary course by our option holders).

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More specifically, the changes to cash used in our financing activities in the year ended December 31, 2024, as compared to the year ended December 31, 2023, was principally the result of notably lower repurchases of our ordinary shares in terms of overall cash spent.

In the year ended December 31, 2023, we used \$28.9 million of cash in financing activities, as compared to \$48.6 million in the year ended December 31, 2022, primarily as a result of \$18.3 million used to repurchase our ordinary shares and \$11.4 million used to pay cash dividends to our shareholders, partially offset by \$0.8 million of proceeds from the issuance of shares upon exercise of stock options (which stock options were exercised in the ordinary course by our option holders).

More specifically, the changes to cash used in our financing activities in the year ended December 31, 2023, as compared to the year ended December 31, 2022, was principally the result of notably lower repurchases of our ordinary shares in terms of overall cash spent. While we had fewer repurchases of our ordinary shares during the year ended December 31, 2023, as compared to the year ended December 31, 2022, such amount was due to a lower overall share price in the subsequent period as opposed to changes to our overall strategy with respect to our repurchase program. The timing and actual number of our ordinary shares that will ultimately be repurchased continues to depend on a variety of factors, including price, available liquidity, corporate and regulatory requirements, market conditions and alternative investment opportunities.

Financing Needs

We anticipate that our operating expenses will be a material use of our cash resources for the foreseeable future. We believe that our current working capital is sufficient to meet our operating cash requirements for at least the next twelve months. Part of our strategy is to pursue acquisition opportunities. If we do not have available sufficient cash to finance our operations and the completion of additional acquisitions, we may be required to obtain additional debt or equity financing. We cannot be certain that we will be able to obtain, if required, additional financing on acceptable terms or at all.

See Item 3.D, “Key Information - Risk Factors” with respect to risks, conditions and circumstances that could adversely impact our liquidity and capital resources. Information with respect to Liquidity and Capital Resources as of December 31, 2024 and for the year then ended is contained under the heading “Liquidity and Capital Resources” in Item 5 of our 2023 Form 20-F.

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C. *RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES, ETC.*

Research and Development

To accommodate the rapidly changing needs of our markets, we place considerable emphasis on research and development projects designed to improve our existing products and to develop new ones. We invest in cloud and virtualization technologies, making sure our product and technology suites are optimized for cloud and hosted services environments. We are also further developing our SaaS offers with solutions like SmartTAP, Meeting Insights, Voice.AI Connect, Live platform and Voca. We are developing productivity solutions, and specialized appliances and applications for Microsoft Teams such as Direct Routing Survivable Branch Appliances (SBA). We are constantly enhancing our session border controllers and digital media gateways for carrier and enterprise deployments, multi-service business routers, IP phones and meeting room devices, and management applications with increased capacity, new functionalities and compliance with the latest relevant standards and protocols.

In addition, we continue to maintain our analog and digital media gateways for carrier and enterprise applications, multi-service business routers and develop further our session border controllers, IP phones, management routing and productivity applications, as well as specialized appliances for Microsoft Skype/Teams for Business such as SBA, CCE and CloudBond 365. Our platforms are expected to feature increased session capacity, new functionalities, enhanced signaling software and compliance with new protocols, as well as new management and productivity applications. As of December 31, 2024, 320 of our employees were engaged primarily in research and development on a full-time basis.

Our net research and development expenses were approximately \$52.1 million in the year ended December 31, 2024, compared to \$57.2 million in the year ended December 31, 2023, and \$59.8 million in the year ended December 31, 2022. From time to time, we have received grants from the IIA. As a recipient of grants from the IIA, we are obligated to perform all manufacturing activities for projects subject to the grants in Israel unless we receive an exemption (except for up to 10% of our manufacturing activities, which requires only a notice to be made to the IIA). Know-how from research and development which is used to produce products may not be transferred to third parties without the approval of the IIA and may require significant payments. The IIA approval is not required for the export of any products resulting from such research or development.

Through December 31, 2024, we had obtained grants from the IIA aggregating approximately \$7.3 million for certain of our research and development projects related to our other Israeli subsidiaries. We are obligated to pay royalties to the IIA, amounting to 3% to 5% of the revenues from the sales of the products and other related revenues generated from such projects, up to 100% of the grants received, if no additional payments are required, linked to the dollar and bearing interest at the rate of the higher of SOFR + 1% and 4%. The obligation to pay these royalties is contingent on actual sales of the products and in the absence of such sales no payment is required. If we transfer our manufacturing outside of Israel, the rate of royalties will increase.

As of December 31, 2024, our Israeli subsidiaries have a contingent obligation to pay royalties in the amount of approximately \$22.1 million.

D. *TREND INFORMATION*

There is a growing global trend of use of AI and machine learning, and we have started implementing these capabilities in our Voice.AI products. The Voice.AI product suite is focusing on content gathering and providing insights and predictions based on the content by using AI and machine learning.

Using content gathering within organizations for AI analysis has several benefits, including:

- Improved decision-making;
- Cost savings;
- Increased accuracy;
- Scalability; and

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- Competitive advantage.

Some of the latest trends in conversational AI include:

- *Multimodal Conversational AI:* Conversational AI is moving beyond text and voice to include other forms of interactions, such as images, videos and augmented reality. This allows for more natural and intuitive conversations.
- *Personalized Conversational AI:* Personalized conversational AI systems are becoming more prevalent, leveraging user data and machine learning algorithms to provide more personalized and relevant responses.
- *Increased Adoption of Conversational AI:* As conversational AI technology becomes more advanced and accessible, it is being adopted across a range of industries and use cases, including customer service, healthcare and education.

Another ongoing trend is the global migration to All-IP, which continues to impact our business as it has done for several years, with the shift from traditional communications systems to IP communications and unified communications. The COVID-19 pandemic expedited this trend, as many organizations accelerated their plans for migration and moved their employees to a Work from Home environment or Hybrid Workplace environment.

The continued growth of private and public cloud-based services in the telecommunications industry has continued to impact our business. Adopting cloud services, such as Microsoft Teams, is an attractive proposition for enterprises and service providers, with the potential to deliver significant operational and capital cost savings, as well as increased productivity and flexibility. We offer a range of software-based products and solutions designed with the cloud in mind. While we predict sales of these software-based solutions to increase, this may result in lower revenues from our hardware-based session border controller products.

As data traffic becomes the dominant factor in communications, service providers are building and maintaining converged networks for integrated voice and data services. This is driving integration of new data networking technologies, such as SD-WAN and the adoption of integrated devices supporting these capabilities. Additionally, aging legacy TDM switches, high-cost maintenance contracts and regulatory guidelines are driving service providers worldwide to announce “PSTN shutdown” and migrate their telephony services to IP communication.

We are experiencing decreasing demand for our technology products from customers who previously manufactured network equipment products based on our enabling technology. These customers are migrating from our enabling technology products to diverse integrated comprehensive solutions and, as a result, the demand for our technology products is being adversely affected.

E. CRITICAL ACCOUNTING ESTIMATES

Our consolidated financial statements are prepared in accordance with U.S. GAAP. These accounting principles require management to make certain estimates, judgments and assumptions based upon information available at the time that they are made, historical experience and various other factors that are believed to be reasonable under the circumstances. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements, as well as the reported amounts of revenues and expenses during the periods presented.

Our management has reviewed our critical accounting policies and related disclosures with our Audit Committee. See the section entitled “Critical Accounting Estimates” above in this Item 5 as well as Note 2 to our Consolidated Financial Statements included elsewhere in this Annual Report, which contains additional information regarding our accounting policies and other disclosures required by U.S. GAAP.

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ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. DIRECTORS AND SENIOR MANAGEMENT

The following table sets forth certain information with respect to our directors, senior executive officers and key employees at March 11, 2025:

Name	Age	Position
Stanley B. Stern	67	Chairman of the Board of Directors
Shabtai Adlersberg	72	President, Chief Executive Officer and Director
Niran Baruch	54	Vice President Finance and Chief Financial Officer
Lior Aldema	59	Chief Business Officer
Ofer Nimitsovich	55	Chief Operating Officer
Yair Hevdeli	59	Vice President, Research and Development
Eyal Frishberg	66	Vice President, Operations
Yehuda Herscovici	58	Vice President, Products
Tal Dor	55	Vice President, Human Resources
Shaul Weissman	58	Vice President, Business Development
Hilit Fishman	50	Vice President, Marketing
Joseph Tenne(1)(2)(3)	69	Director
Shai Levy(1)(2)(3)	60	Director
Doron Nevo(1)(2)(3)	69	Director
Zehava Simon (2) (3)	66	Director
Shira Fayans Birenbaum (1)	60	Director

- (1) Member of Audit Committee
(2) Member of Nominating Committee
(3) Member of Compensation Committee

Stanley Stern became a director and our Chairman of the Board in December 2012. Mr. Stern is the Managing Partner of Alnitak Capital, which he founded in 2013 to provide board level strategic advisory services and merchant banking services, primarily to companies in technology-related industries. From 1981 to 2000 and from 2004 to 2013, he was a Managing Director at Oppenheimer & Co, where, among other positions, he was head of the investment banking department and technology investment banking group. He also held positions at Salomon Brothers, STI Ventures and C.E. Unterberg. Mr. Stern has served as chairman of the board of directors of AudioCodes, Ltd. (Nasdaq: AUDC), a U.S. public company, since 2012, and serves as a member of the board of directors of the following U.S. public and private companies: Tigo Energy, Inc. (Nasdaq: TIGO) since 2015 and Radware Ltd. (Nasdaq: RDWR) since September 2020. Mr. Stern previously served from 2015 to 2018 as the chairman of the board of directors of SodaStream International Ltd., a U.S. public company until its sale to PepsiCo in 2018, and as a member of the board of directors of the following public and private companies, for which he no longer serves as a director: Given Imaging Ltd., Fundtech Inc., Tucows, Inc. (chairman), Polypid Ltd., Odimo, Inc, and Ekso Bionics Holdings, Inc. (lead Independent director).

Shabtai Adlersberg co-founded AudioCodes in 1993, and has served as our President, Chief Executive Officer and a director since inception. Until December 2012, Mr. Adlersberg also served as the Chairman of our Board of Directors. Mr. Adlersberg co-founded DSP Group, a semiconductor company, in 1987. From 1987 to 1990, Mr. Adlersberg served as the Vice President of Engineering of DSP Group, and from 1990 to 1992, he served as Vice President of Advanced Technology. As Vice President of Engineering, Mr. Adlersberg established a research and development team for digital cellular communication which was spun-off in 1992 as DSP Communications. Mr. Adlersberg holds a M.Sc. in Electronics and Computer Engineering from Tel Aviv University and a B.Sc. in Electrical Engineering from the Technion-Israel Institute of Technology, or the Technion.

Niran Baruch has served as our Vice President Finance and Chief Financial Officer since July 2016 after serving as our Vice President Finance and Chief Accounting Officer since May 2015. He joined AudioCodes in 2005 as Director of Finance and became Vice President Finance in 2011, responsible for the management of the finance department. Mr. Baruch has 20 years of experience with Nasdaq traded public companies, and is a Certified Public Accountant (CPA) with a B.A. in Business Management and Accounting.

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Lior Aldema has served as Chief Business Officer (CBO) since January 2018, previously served as a director from July 2018 through September 2022, and as our Chief Operating Officer and Head of Global Sales from April 2012 to December 2017. Previously, he served as our Vice President, Product Management from 2002 until 2009, as well as our Vice President Marketing from February 2003 until 2009. He has been employed by us since 1998, when he was team leader and later headed our System Software Group in our research and development department. Prior to 1998, Mr. Aldema served as an officer in the Technical Unit of the Intelligence Corps of the Israeli Defense Forces (Major), heading both operational units and large development groups related to various technologies. Mr. Aldema holds an M.B.A. from Tel Aviv University and a B.Sc. from the Technion.

Ofar Nimtsovich has served as our Chief Operating Officer since January 2018 and as Vice President, Global Services from March 2013 to December 2018. From 2000 until February 2013, Mr. Nimtsovich served in various executive positions at Retalix, including Chief Information Officer, Executive Vice President of Global Services and, most recently as the head of the Software as a Service division of Retalix. From 1994 until 2000, Mr. Nimtsovich worked for Scitex Corporation Ltd., where he held various technical and management positions, including as the Global Microsoft Infrastructure manager for Scitex. Mr. Nimtsovich graduated from the Business Administration College in Israel in 1997 with a B.A. in Business Administration and Marketing, and also holds an M.B.A. degree from the University of Texas.

Yair Hevdeli joined AudioCodes in July 2013 as Vice President, Research and Development. From 2003 until 2013, Mr. Hevdeli served in various executive positions at Veraz/Dialogic, including Global Vice President, Research and Development and, most recently, as Senior Vice President, Research and Development and General Manager, Bandwidth Optimization BU. From 1998 until 2003, Mr. Hevdeli worked for ECI Ltd., where he held various technical and management positions. Mr. Hevdeli has over 20 years of experience leading large multidisciplinary global research and development teams in the telecom industry. Mr. Hevdeli graduated in 1995 with an M.B.A. in Business Management from Bar Ilan University, Israel and in 1992 received his B.A. in Computer Science and Economics, from Bar Ilan University.

Eyal Frishberg has served as our Vice President, Operations since October 2000. From 1997 to 2000, Mr. Frishberg served as Associate Vice President, SDH Operations in ECI Telecom Ltd., a major telecommunication company. From 1987 to 1997, Mr. Frishberg worked in various operational positions in ECI Telecom including as manager of ECI production facility and production control. Mr. Frishberg worked from 1994 until 1997 for ELTA, part of Israel Aerospace Industries, in the planning and control department. Mr. Frishberg holds a B.Sc. in Industrial Engineering from Tel Aviv University and an M.B.A. from Ben-Gurion University of the Negev.

Yehuda Herscovici has served as our Vice President, Products, overseeing Product Management and Product Marketing since 2010. From 2003 till 2010, Mr. Herscovici served as our Vice President, Systems Group since 2003. From 2001 to 2003, Mr. Herscovici served as our Vice President, Advanced Products. From 2000 to 2001, Mr. Herscovici served as our Director of Advanced Technologies. From 1994 to 1998 and during 1999, Mr. Herscovici held a variety of research and development positions at Advanced Recognition Technologies, Ltd., a voice and handwriting recognition company, heading its research and development from 1999 to 2000 as Vice President, Research and Development. From 1998 to 1999, Mr. Herscovici was engaged in developing various wireless communication algorithms at Comsys, a telecommunications company. Mr. Herscovici holds an M.Sc. and a B.Sc. from the Technion, both in the area of Telecommunications.

Tal Dor has served as our Vice President of Human Resources since March 2000. Prior to March 2000, Ms. Dor acted for several years as a consultant in Israel to, among others, telephone and cable businesses, as well as health and social service organizations. Ms. Dor holds a B.A. in Psychology, from Ben-Gurion University of the Negev and an M.A. in Psychology from Tel Aviv University.

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Shaul Weissman has served as our Vice President, Business Development since January 2014. Mr. Weissman has been with AudioCodes since 1994, serving in various positions. From 2007 until 2014, Mr. Weissman served as our Residential Business Line Manager. In addition, Mr. Weissman has served as our Vice President and Manager of our chip business line since 2006. From 2001 until 2005, Mr. Weissman served as our Support and Professional Services Manager for our chip business line; and from 1994 until 2000 he served as a digital signal processing engineer. Prior to joining AudioCodes, Mr. Weissman served as Captain in the Israeli Air Force. Mr. Weissman holds an M.Sc. and a B.Sc., from the Technion, both in the area of Telecommunications.

Hilit Fishman has served as our Vice President, Marketing since joining us in January 2025. Before joining AudioCodes, Ms. Fishman held senior leadership roles at Amdocs, Microsoft Israel and Check Point, where she built high-impact marketing organizations. She holds an MBA in Marketing and a Bachelor's degree in Business Administration both from Ono Academic College.

Joseph Tenne has served as one of our directors since June 2003. Mr. Tenne serves as a director of MIND CTI Ltd. (NASDAQ: MNDO), OPC Energy Ltd. (TASE: OPCE), Sapir Corp Ltd. (TASE: SPIR), Electreon Wireless Ltd. (TASE: ELWS) and Tarya Israel Ltd. (TASE: TRA). Mr. Tenne served as a financial executive at Itamar Medical Ltd. (NASDAQ and TASE: ITMR, (until December 2021)) from May 2017 to August 2023. From August 2014 to April 2017, Mr. Tenne served as the Vice President Finance and Chief Financial Officer of Itamar Medical Ltd. From March 2005 until April 2013, Mr. Tenne served as the Chief Financial Officer of Ormat Technologies, Inc. (NYSE and TASE: ORA). From 2003 to 2005, Mr. Tenne was the Chief Financial Officer of Treofan Germany GmbH & Co. KG, a German company. From 1997 until 2003, Mr. Tenne was a partner in Kesselman & Kesselman, Certified Public Accountants in Israel (PwC Israel) and a member of PricewaterhouseCoopers International Limited. Mr. Tenne holds a B.A. in Accounting and Economics and an M.B.A. from Tel Aviv University. Mr. Tenne is also a Certified Public Accountant in Israel.

Shai Levy has served as one of our directors since October 2023. Mr. Levy holds the position of AT&T Division President. Prior to holding such position, Shai served as a Business Executive responsible for worldwide Strategic Business development, and as Amdocs Israel Chief Executive Officer, as well as several other roles with the Amdocs group (NYSE: DOX). Mr. Levy has over 23 years of experience in the telecommunications industry. At Amdocs, Mr. Levy held multiple positions, ranging from General Manager of Amdocs Israel, managing customers and customer division in North America, Amdocs competency centers, Amdocs managed service division and more. Prior to joining Amdocs, Mr. Levy held the position of CFO and controller in several Israeli based companies. Mr. Levy holds an M.B.A., B.A. in economics and an additional B.A. in accounting, all from Tel Aviv University.

Doron Nevo has served as one of our directors since 2000. Mr. Nevo was co-Founder and CEO of MultiVu, a 3D imaging company, from 2019 to 2023. From 2001 to 2018, Mr. Nevo was co-Founder, President and CEO of KiloLambda Technologies. From 1999 to 2001, Mr. Nevo was involved in fund raising activities for Israeli-based startup companies. From 1996 to 1999, Mr. Nevo served as President and CEO of NKO, Inc. Mr. Nevo established NKO in early 1995 as a startup subsidiary of Clalcom Ltd. NKO designed and developed a full scale, carrier grade, IP telephony system platform and established its own IP network. From 1992 to 1996, Mr. Nevo was President and CEO of Clalcom Ltd. Mr. Nevo established Clalcom in 1992 as a telecom service provider in Israel. He also serves as a director of Hadasit Bio-Holdings (TASE: HBL) and of several private companies. Mr. Nevo holds a B.Sc. in Electrical Engineering from the Technion - Israel Institute of Technology and an M.Sc. in Telecommunications Management from Brooklyn Polytechnic.

Zehava Simon was appointed as a director in February 2014. Ms. Simon served as a Vice President of BMC Software Inc. from 2000 until September 2013, most recently as Vice President, Corporate Development. From 2002 to 2011, Ms. Simon served as Vice President and General Manager of BMC Software in Israel. Prior to joining BMC Software, Ms. Simon held a number of executive positions at Intel Corporation. In her last position at Intel, she led Finance and Operations and Business Development for Intel in Israel. Ms. Simon has served as a board member of various companies, including Tower Semiconductor from 1999-2004, M-Systems from 2005-2006, InSightec from 2005-2012 and Amiad Water System Ltd. from 2014-2020. Ms. Simon is also a board member at Nova Measuring Instruments Ltd. (NASDAQ: NVMI) and NICE Ltd. (NASDAQ: NICE). Ms. Simon holds a bachelor's degree in Social Sciences from the Hebrew University, a law degree (LL.B.) from the Interdisciplinary Center in Herzlia and a master's degree in Business and Management from Boston University.

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Shira Fayans Birenbaum was appointed as a director in March 2022. Ms. Shira Fayans Birenbaum currently holds the position of a board member at several publicly traded and private international companies including Cofix Group Ltd. (TASE: CFX) and AnyVision Interactive (OOSTO) Ltd. Ms. Fayans Birenbaum has 25 years of experience as a Board Member and Chairwoman serving in all committees in publicly traded companies such as technology, investment houses, banks, insurance, real estate, manufacturers, semiconductor and educational institutions, in companies such as DSGP, POMVOM, ION Acquisition Corp and Anan Datacenters. In the years 2014-2019, Ms. Fayans Birenbaum held the position of COO and CMO of Microsoft Israel (NASDAQ: MSTF) leading Digital Transformation, and in 2021 to 2022 held the position of President Global of CYMPIRE ITD. Ms. Fayans Birenbaum has extensive experience in Executive C Level positions in her previous roles. Ms. Fayans Birenbaum holds an MBA and BA both from Tel Aviv University and Marketing management certification studies from The College of Management Academic Studies.

B. COMPENSATION

The table and summary below outline the compensation granted to our five most highly compensated office holders during or with respect to the year ended December 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, discretionary and non-equity incentive bonuses, share-based compensation, payments accrued or paid in connection with retirement or termination of employment, and personal benefits and perquisites such as car, phone and social benefits paid to or earned by each Covered Executive during the year ended December 31, 2024.

<u>Name and Principal Position</u>	<u>Salary</u>	<u>Bonus (1)</u>	<u>Share-Based Compensation (2)</u>	<u>All Other Compensation (3)</u>	<u>Total</u>
Shabtai Adlersberg - President and CEO	\$ 357,926	\$ 561,320	\$ 1,237,216	\$ 185,224	\$ 2,341,686
Lior Aldema - CBO	\$ 254,307	\$ 138,454	\$ 655,778	\$ 98,743	\$ 1,147,282
Ofer Nimtsovich - COO	\$ 214,755	\$ 89,753	\$ 472,403	\$ 93,967	\$ 870,878
Niran Baruch - VP Finance and CFO	\$ 217,358	\$ 138,454	\$ 428,683	\$ 82,253	\$ 866,748
Yair Hevdeli- VP R&D	\$ 195,232	\$ 44,415	\$ 369,207	\$ 86,640	\$ 695,495

- (1) Amounts reported in this column represent annual incentive bonuses granted to the Covered Executives based on performance-metric formulas set forth in their respective employment agreements.
- (2) Amounts reported in this column represent the expense recorded in our financial statements for the year ended December 31, 2024, with respect to share-based compensation granted to the Covered Executive.
- (3) Amounts reported in this column include personal benefits and perquisites, including those mandated by applicable law. Such benefits and perquisites may include, to the extent applicable to the respective Covered Executive, payments, contributions and/or allocations for savings funds (e.g., Managers Life Insurance Policy), education funds (referred to in Hebrew as “Keren Hishtalmut”), pension, severance, vacation, car or car allowance, medical insurance and benefits, risk insurance (e.g., life insurance or work disability insurance), telephone expense reimbursement, convalescence or recreation pay, relocation reimbursement, payments for social security, and other personal benefits and perquisites consistent with our guidelines. All amounts reported in the table represent incremental cost to us.

The aggregate direct remuneration paid during the year ended December 31, 2024 to the 15 persons who served in the capacity of director, senior executive officer or key employee during 2024 was approximately \$4.3 million, including approximately \$0.5 million which was set aside for pension and retirement benefits. The compensation amounts do not include amounts expended by us for automobiles made available to our officers, expenses (including business, travel, professional and business association dues and expenses) reimbursed to officers and other fringe benefits commonly reimbursed or paid by companies in Israel.

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We currently pay each of our non-employee directors an annual fee of approximately \$40,700 and a fee of \$1,220 for each board meeting or committee meeting attended. In the event that a director attends a meeting by phone, or a resolution is adopted by written consent, then the fee is reduced to 60% and 50% of the regular meeting fee, respectively. Such fees are in accordance with the rates prescribed by the Israeli Companies Law Regulation for fees of outside directors. Only directors who are not officers receive compensation for serving as directors. Our director, Mr. Adlersberg, who also serves as our President and Chief Executive Officer do not receive board meeting fees. Instead, Mr. Shabtai Adlersberg receives compensation in accordance with the terms of his respective employment agreement.

Upon election or reelection to the board of directors for a term of three years, each non-employee director is granted 7,500 restricted share units, or RSUs, each year that vest over a three-year period from the grant date.

Options to purchase our ordinary shares granted under our 2008 Equity Incentive Plan to persons who served in the capacity of director or executive officer are generally exercisable at the fair market value at the date of grant and expire seven years from the date of grant. The options generally vest in four equal annual installments, commencing one year from the date of grant.

A summary of our stock option and RSU activity and related information for the years ended December 31, 2024, 2023 and 2022 for the persons who served in the capacity of director, senior executive or key employee officer during those years is as follows:

	Year Ended December 31,					
	2024		2023		2022	
	Number of Options and RSUs	Weighted Average Exercise Price	Number of Options and RSUs	Weighted Average Exercise Price	Number of Options and RSUs	Weighted Average Exercise Price
Outstanding at the beginning of the year	814,510	\$ 2.09	894,897	\$ 2.69	984,838	\$ 3.17
Granted	310,000	\$ 0.88	287,500	\$ 0.00	315,150	\$ 0.00
Cancelled	-					
Options exercised / RSUs vested	(337,009)	\$ 1.73	(367,887)	\$ 1.91	(405,091)	\$ 3.19
Outstanding at the end of the year	<u>787,501</u>	<u>\$ 1.77</u>	<u>814,510</u>	<u>\$ 2.09</u>	<u>894,897</u>	<u>\$ 2.69</u>

As of December 31, 2024, options to purchase 106,250 ordinary shares were exercisable by the 15 persons who served as an officer or director during the year ended December 31, 2024 at an average exercise price of \$13.00 per share. As of December 31, 2024, the 15 persons who served as an officer, director or key employee during the year ended December 31, 2024 held an aggregate of 608,751 RSUs.

C. *BOARD PRACTICES*

Corporate Governance Practices

We are incorporated in Israel and therefore are subject to various corporate governance practices under the Companies Law, relating to such matters as the audit committee, the compensation committee, the internal auditor and approvals of interested party transactions and of compensation of officers and directors. These matters are in addition to the ongoing listing conditions of the Nasdaq Global Select Market and other relevant provisions of U.S. securities laws. Under the Nasdaq rules, a foreign private issuer may generally follow its home country rules of corporate governance in lieu of the comparable Nasdaq requirements, except for certain matters such as composition and responsibilities of the audit committee and the independence of its members. For further information, see Item 16.G, "Corporate Governance."

Independent Directors

Under the requirements for listing on the Nasdaq Global Select Market, a majority of our directors are required to be independent as defined by Nasdaq rules. Doron Nevo, Shai Levy, Zehava Simon, Stanley Stern, Joseph Tenne and Shira Fayans Birenbaum qualify as independent directors under the applicable SEC and Nasdaq rules, as well as under the Companies Law.

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Pursuant to the SEC's and Nasdaq's requirements, at least one of the independent directors appointed by a publicly traded company must have "financial and accounting expertise." Joseph Tenne is designated as the "audit committee financial expert" as that term is defined in the rules promulgated by the SEC and Nasdaq.

Pursuant to the Companies Law, an Israeli company whose shares are publicly traded may elect to adopt a provision in its articles of association pursuant to which a majority of its board of directors (or a third of its board of directors in case the company has a controlling shareholder) will constitute individuals complying with certain independence criteria prescribed by the Companies Law. Pursuant to the related regulations, directors who comply with the independence requirements of the Nasdaq and SEC regulations are deemed to comply with the independence requirements of the Companies Law. We have not included such a provision in our articles of association since our board of directors complies with the independence requirements of the Nasdaq and SEC regulations described above. In any event, as described above, a majority of our board of directors and all members of our audit committee are directors who comply with the independence criteria prescribed by the Companies Law.

Audit Committee

Under the Companies Law and the requirements for listing on the Nasdaq Global Select Market, our board of directors is required to appoint an audit committee. Our audit committee must be comprised of at least three directors, and a majority of the committee members must comply with the director independence requirements prescribed by the Companies Law. The audit committee consists of: Doron Nevo, Shai Levy, Joseph Tenne and Shira Fayans Birenbaum with Doron Nevo serving as the chairman of the audit committee. Our board of directors has determined that Joseph Tenne is an "audit committee financial expert" as defined in SEC rules and that all members of the audit committee are independent under the applicable SEC rules, Nasdaq rules and provisions of the Companies Law.

The audit committee may not include the chairman of the board, or any director employed by us, by a controlling shareholder or by any entity controlled by a controlling shareholder, or any director providing services to us, to a controlling shareholder or to any entity controlled by a controlling shareholder on a regular basis, or any director whose income is primarily dependent on a controlling shareholder, and may not include a controlling shareholder or any relatives of a controlling shareholder. Individuals who are not permitted to be audit committee members may not participate in the committee's meetings other than to present a particular issue. However, an employee who is not a controlling shareholder or relative may participate in the committee's discussions but not in any vote, and the company's legal counsel and corporate secretary may participate in the committee's discussions and votes if requested by the committee.

Under the Companies Law, a meeting of the audit committee is properly convened if a majority of the committee members attend the meeting, and in addition a majority of the attending committee members are independent directors within the meaning of the Companies Law.

We have adopted an audit committee charter as required by Nasdaq rules. The audit committee's duties include providing assistance to the board of directors in fulfilling its legal and fiduciary obligations in matters involving our accounting, auditing, financial reporting, internal control and legal compliance functions by approving the fees of, and services performed by, our independent accountants and reviewing their reports regarding our accounting practices and systems of internal accounting controls. The audit committee also oversees the audit efforts of our independent accountants and takes those actions as it deems necessary to satisfy itself that the accountants are independent of management. Under the Companies Law, the audit committee also is required to monitor deficiencies in the administration of our company, including by consulting with the internal auditor and independent accountants, to review, classify and approve related party transactions and extraordinary transactions, to review the internal auditor's audit plan and to establish and monitor whistleblower procedures.

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Nominating Committee

Nasdaq rules require that director nominees be selected or recommended for the board's selection either by a committee composed solely of independent directors or by a majority of independent directors. Our nominating committee assists the board of directors in its selection of individuals as nominees for election to the board of directors and/or to fill any vacancies or newly created directorships on the board of directors. The nominating committee consists of Doron Nevo, Shai Levy, Joseph Tenne and Zehava Simon, with Doron Nevo serving as the chairman of the nominating committee. All members of the nominating committee are independent under the applicable Nasdaq rules and provisions of the Companies Law.

Compensation Committee

Under the Companies Law, the board of directors of any public company must establish a compensation committee. The compensation committee must consist of at least three directors and a majority of the committee members must comply with the director independence requirements prescribed by the Companies Law. Similar to the rules that apply to the audit committee, the compensation committee may not include the chairman of the board, or any director employed by us, by a controlling shareholder or by any entity controlled by a controlling shareholder, or any director providing services to us, to a controlling shareholder or to any entity controlled by a controlling shareholder on a regular basis, or any director whose primary income is dependent on a controlling shareholder, and may not include a controlling shareholder or any of its relatives. Individuals who are not permitted to be compensation committee members may not participate in the committee's meetings other than to present a particular issue; *however*, an employee who is not a controlling shareholder or relative may participate in the committee's discussions, but not in any vote, and the company's legal counsel and corporate secretary may participate in the committee's discussions and votes if requested by the committee.

The compensation committee's duties include recommending to the board of directors a compensation policy for executives and monitor its implementation, approve compensation terms of executive officers, directors and employees affiliated with controlling shareholders, make recommendations to the board of directors regarding the issuance of equity incentive awards under our equity incentive plan and exempt certain compensation arrangements from the requirement to obtain shareholder approval under the Companies Law. The compensation committee meets at least twice a year, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the committee or its chairperson. For information regarding the compensation policy for executives, see Item 10.B, "Additional Information - Memorandum and Articles of Association - Compensation of Executive Officers and Directors; Executive Compensation Policy."

The compensation committee consists of Doron Nevo, Shai Levy, Joseph Tenne and Zehava Simon, with Doron Nevo serving as the chairman of the compensation committee. All members of the compensation committee are independent under the applicable SEC rules, Nasdaq rules and provisions of the Companies Law.

Internal Auditor

Under the Companies Law, our board of directors is also required to appoint an internal auditor proposed by the audit committee. The internal auditor may be our employee, but may not be an interested party or office holder, or a relative of any interested party or office holder, and may not be a member of our independent accounting firm. The role of the internal auditor is to examine, among other things, whether our activities comply with the law and orderly business procedure. Mr. Oren Grupi of KPMG Somekh Chaikin, Israel has been our internal auditor since July 2018.

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Board Classes

Pursuant to our articles of association, our directors are classified into three classes (classes I, II and III). The members of each class of directors and the expiration of his or her current term of office are as follows:

Zehava Simon	Class I	2025
Shai Levy	Class I	2025
Shira Fayans Birenbaum	Class II	2026
Joseph Tenne	Class II	2026
Shabtai Adlersberg	Class III	2027
Stanley B. Stern	Class III	2027
Doron Nevo	Class III	2027

Chairman of the Board

Under the Companies Law, the chief executive officer of a company (or a relative of the chief executive officer) may not serve as the chairman of the board of directors, and the chairman of the board of directors (or a relative of the chairman of the board of directors) may not serve as the chief executive officer, unless approved by the shareholders by a special majority vote prescribed by the Companies Law. The shareholder vote cannot authorize the appointment for a period of longer than three years, which period may be extended from time to time by the shareholders with a similar special majority vote. The chairman of the board of directors shall not hold any other position with the company (except as chief executive officer if approved in accordance with the above procedure) or in any entity controlled by the company, other than as chairman of the board of directors of a controlled entity, and the company shall not delegate to the chairman duties that, directly or indirectly, make him or her subordinate to the chief executive officer. Stanley B. Stern is our chairman of the board and Shabtai Adlersberg is our President and Chief Executive Officer.

D. EMPLOYEES

We had the following number of employees as of December 31, 2024, 2023 and 2022 in the departments set forth in the table below:

	As of December 31,		
	2024	2023	2022
Research and development	320	330	339
Sales and marketing, technical service and support	494	489	495
Operations	84	86	88
Management and administration	48	45	44
	<u>946</u>	<u>950</u>	<u>966</u>

Our employees were located in the following areas as of December 31, 2024, 2023 and 2022.

	As of December 31,		
	2024	2023	2022
Israel	494	489	491
United States	182	188	200
Europe	108	103	108
Eastern Asia	140	140	136
Latin America	22	30	31
	<u>946</u>	<u>950</u>	<u>966</u>

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Israeli labor laws and regulations are applicable to our employees in Israel. These laws principally concern matters such as paid annual vacation, paid sick days, length of the workday, pay for overtime, insurance for work-related accidents, severance pay and other conditions of employment. Israeli law generally requires severance pay, which may be funded by Manager's Insurance, described below, upon the retirement or death of an employee or termination of employment without cause (as defined under Israeli law). Furthermore, Israeli employees and employers are required to pay predetermined sums to the National Insurance Institute, which include payments for national health insurance. The payments to the National Insurance Institute currently range from approximately 7.05% to 19.6% of wages up to specified wage levels, of which the employee contributes approximately 60% and the employer contributes approximately 40%.

Our employees in Israel are subject to certain provisions of the collective bargaining agreements between the Histadrut (General Federation of Labor in Israel) and the Coordination Bureau of Economic Organizations (including the Industrialists Associations) by order of the Israeli Minister of Labor. These provisions principally concern cost of living increases, recreation pay and other conditions of employment. We generally provide our employees with benefits and working conditions above the required minimums. Our employees, as a group, are not currently represented by a labor union. To date, we have not experienced any work stoppages.

Pursuant to an order issued by the Israeli Minister of Labor, provisions relating to pension arrangements in the collective bargaining agreements between the Histadrut and the Coordination Bureau of Economic Organizations apply to all employees in Israel, including our employees in Israel. We regularly contribute to a "Manager's Insurance Fund" or to a privately managed pension fund on behalf of our employees located in Israel. These funds provide employees with a lump sum payment upon retirement (or a pension, in case of a pension fund) and severance pay, if legally entitled thereto, upon termination of employment. We provide for payments to a Manager's Insurance Fund and pension fund contributions in the amount of 14.83% of an employee's salary on account of severance pay and provident payment or pension, with the employee contributing 6.0% of his salary. We also pay an additional amount of up to 2.5% of certain of our employees' salaries in connection with disability payments. In addition, we administer an Education Fund for our Israeli employees and pay 7.5% of these employees' salaries thereto, with the employees contributing 2.5% of their salary.

E. SHARE OWNERSHIP

The following table sets forth the share ownership of our directors and officers as of March 11, 2025, and the outstanding number of options and RSUs held by them that vest within 60 days of March 11, 2025.

Name	Total Shares	Percentage of	Number of Options and RSUs
	Beneficially Owned	Ordinary Shares	
Shabtai Adlersberg	4,712,253	16.0 %	80,000
Stanley B. Stern	*	*	*
Niran Baruch	*	*	*
Lior Aldema	*	*	*
Ofer Nimtsovich	*	*	*
Yair Hevdeli	*	*	*
Eyal Frishberg	*	*	*
Yehuda Herscovici	*	*	*
Tal Dor	*	*	*
Shaul Weissman	*	*	*
Joseph Tenne	*	*	*
Shai Levy	*	*	*
Doron Nevo	*	*	*
Zehava Simon	*	*	*
Shira Fayans Birenbaum	*	*	*

* Represented less than one percent.

Our officers and directors have the same voting rights as our other shareholders.

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The following table sets forth information with respect to the options to purchase our ordinary shares held by Mr. Adlersberg as of March 11, 2025.

Number of Options	Grant Date	Exercise Price	Exercised	Cancelled	Vesting	Expiration Date
15,000	June 14, 2018	\$ 7.33	-	-	4 years	June 14, 2025
15,000	September 14, 2018	\$ 10.59	-	-	4 years	September 14, 2025
15,000	December 14, 2018	\$ 10.66	-	-	4 years	December 14, 2025
15,000	March 14, 2019	\$ 13.27	-	-	4 years	March 14, 2026
15,000	June 14, 2019	\$ 15.93	-	-	4 years	June 14, 2026

The following table sets forth information with respect to the RSUs granted to Mr. Adlersberg as of March 11, 2025. These RSUs vest quarterly over a four-year period from the date of grant, subject to his continuing service to us.

Number of RSUs	Grant Date	Issued
80,000	September 14, 2021	70,000
80,000	September 14, 2022	50,000
80,000	September 14, 2023	30,000
80,000	September 14, 2024	10,000

Employee Share Plans

We have an Equity Incentive Plan for the granting of options, RSUs and restricted shares to our employees, officers, directors and consultants. Our 2008 Equity Incentive Plan is pursuant to Israeli Income Tax Ordinance (New Version), 1961, or the Israeli Income Tax Ordinance, entitling the beneficiaries who are our employees to tax benefits under Israeli law. There are various conditions that must be met in order to qualify for these benefits, including registration of the options in the name of a trustee for each of the beneficiaries who is granted options. For tax benefits each option, and any ordinary shares acquired upon the exercise of the option, must be held by the trustee at least for a period commencing on the date of grant and ending no later than 24 months after the date of grant, in accordance with the period of time specified by Section 102 of the Israeli Income Tax Ordinance, or Section 102, and deposited in trust with the trustee.

2008 Equity Incentive Plan

We adopted an equity incentive plan under Section 102, which provides certain tax benefits in connection with share-based compensation to employees, officers and directors. This plan, our 2008 Equity Incentive Plan, was approved by the Israel Tax Authority.

Under our equity incentive plan, we may grant our directors, officers and employees restricted shares, restricted share units and options to purchase our ordinary shares under Section 102. We may also grant other persons awards under our equity incentive plan. However, such other persons (controlling shareholders and consultants) will not enjoy the tax benefits provided by Section 102. The total number of ordinary shares that were originally available for grant under the 2008 Plan was 2,009,122, which was increased to 4,009,122 in 2010, 6,009,122 in 2013, 8,009,122 in 2016, 10,009,122 in 2019 and 12,009,122 in 2022. This number is reduced by one share for each equity grant we make under the 2008 Plan. During 2024, options to purchase 87,650 ordinary shares and 512,424 restricted share units were granted under the 2008 Plan. As of December 31, 2024, 1,155,071 ordinary shares remained available for grant under the 2008 Plan. As of December 31, 2024, there are 306,200 options to purchase ordinary shares and 1,206,444 restricted share units outstanding under the plan.

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The Israel Tax Authority approved the 2008 Plan under the capital gains tax track of Section 102. Based on Israeli law currently in effect and the election of the capital gains tax track, and provided that options, restricted shares and restricted shares units granted or, upon their exercise or vesting, the underlying shares, issued under the plan are held by a trustee for the two years following the date in which such awards are granted, our employees, officers and directors will be (i) entitled to defer any taxable event with respect to the awards until the underlying ordinary shares are sold, and (ii) subject to capital gains tax of 25% on the sale of the shares. However, if we grant awards at a value below the underlying shares' market value at the date of grant, the 25% capital gains tax rate will apply only with respect to capital gains in excess of the underlying shares' market value at the date of grant and the remaining capital gains will be taxed at the grantee's regular tax rate. We may not recognize a tax benefit pertaining to the employees' restricted shares, restricted share units and options for tax purposes except in the events described above under which the gain is taxed at the grantee's regular tax rate.

Restricted shares, restricted share units and options granted under the 2008 Plan will vest over four years from the grant date or in accordance with the alternative vesting schedule applicable to the specific grant. If the employment of an employee is terminated for any reason, the employee (or in the case of death, the designated beneficiary) may exercise his or her vested options within ninety days of the date of termination (or within twelve months of the date of termination in the case of death or disability) and shall be entitled to any rights upon vested restricted shares and vested restricted share units to be delivered to the employee to the extent that they were vested prior to the date his or her employment terminates. Directors are generally eligible to exercise his or her vested options within twelve months from the date the director ceases to serve on the board of directors.

The holders of options under all of the plans are responsible for all personal tax consequences relating to the options. The exercise prices of the options are based on the fair value of the ordinary shares at the time of grant, as determined by our board of directors. The current practice of our board of directors is to grant options with exercise prices that equal 100% of the closing price of our ordinary shares on the applicable date of grant.

F DISCLOSURE OF A REGISTRANT'S ACTION TO RECOVER ERRONEOUSLY AWARDED COMPENSATION

Not applicable.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. MAJOR SHAREHOLDERS

To our knowledge, (A) we are not directly or indirectly owned or controlled (i) by another corporation or (ii) by any foreign government and (B) there are no arrangements, the operation of which may at a subsequent date result in a change in control of AudioCodes. The following table sets forth, as of March 11, 2025, the number of our ordinary shares, which constitute our only outstanding voting securities, beneficially owned by (i) all shareholders known to us to own more than 5% of our outstanding ordinary shares, and (ii) all of our directors and senior executive officers as a group.

Identity of Person or Group	Amount Owned	Percent of Class(8)
Shabtai Adlersberg(1)	4,712,253	16.0 %
Senvest Management, LLC(2)	2,543,368	8.6 %
Value Base Ltd.(3)	2,458,674	8.3 %
Leon Bialik(4)	2,287,956	7.8 %
Copeland Capital Management, LLC(5)	1,653,376	5.6 %
Morgan Stanley Capital Services LLC and Morgan Stanley(6)	1,536,371	5.2 %
William Blair Investment Management, LLC(7)	1,536,371	5.2 %
All directors and senior executive officers as a group (15 persons)(8)	5,098,628	17.3 %

- (1) The information is derived from a statement on Schedule 13G/A of Shabtai Adlersberg filed with the SEC on February 11, 2025. Includes options to purchase 80,000 ordinary shares exercisable within 60 days of March 11, 2025.
- (2) The information is derived from a statement on Schedule 13G/A of Senvest Management, LLC filed with the SEC on February 9, 2024.
- (3) The information is derived from a statement on Schedule 13G/A of Value Base, Ltd filed with the SEC on January 22, 2025.
- (4) The information is derived from a statement on Schedule 13G/A of Leon Bialik filed with the SEC on February 4, 2025.
- (5) The information is derived from a statement on Schedule 13G of Copeland Capital Management, LLC filed with the SEC on January 26 2022.
- (6) The information is derived from a statement on Schedule 13G of Morgan Stanley Capital Services LLC and Morgan Stanley filed with the SEC on November 6, 2024.

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- (7) The information is derived from a statement on Schedule 13G/A of William Blair Investment Management, LLC filed with the SEC on February 12, 2024.
- (8) Includes 106,250 ordinary shares which may be purchased pursuant to options exercisable within 60 days following March 11, 2025, and 48,749 ordinary shares issuable pursuant to restricted share units that vest within 60 days of March 11, 2025.
- (9) This percentage calculation is rounded to the nearest tenth and based on 29,473,093 outstanding ordinary shares as of March 11, 2025 (which does not include treasury shares outstanding as of March 11, 2025).

Mr. Adlersberg held approximately 15.8% of our ordinary shares as of December 31, 2024, as compared to 15.0% of our ordinary shares as of December 31, 2023, and 14.0% of our ordinary shares as of December 31, 2022.

Senvest Management, LLC held approximately 8.6% of our ordinary shares as of December 31, 2024, as compared to 8.3% of our ordinary shares as of December 31, 2023. Senvest Management, LLC did not file a statement on Schedule 13G (with respect to its ownership in the Company) for the year ended December 31, 2024 or December 31, 2022.

Value Base Ltd. held approximately 8.3% of our ordinary shares as of December 31, 2024. Value Base Ltd. did not file a statement on Schedule 13G (with respect to its ownership in the Company) for the years ended December 31, 2023 or December 31, 2022.

Mr. Bialik held approximately 7.7% of our ordinary shares as of December 31, 2024, as compared to 7.6% of our ordinary shares as of December 31, 2023, and 7.4% of our ordinary shares as of December 31, 2022.

Copeland Capital Management, LLC did not file a statement on Schedule 13G/A (with respect to its ownership in the Company) for the years ended December 31, 2024, December 31, 2023, and December 31, 2022.

Morgan Stanley and Morgan Stanley Capital Services LLC collectively held 7.6% of our ordinary shares as of December 31, 2024, as compared to 6.2% of our ordinary shares as of December 31, 2023. Neither Morgan Stanley nor Morgan Stanley Capital Services LLC filed a statement on Schedule 13G/A (with respect to its ownership in the Company) for the year ended December 31, 2022. William Blair Investment Management, LLC held approximately 5.2% of our ordinary shares as of December 31, 2024, as compared to 5.0% of our ordinary shares as of December 31, 2023, and 5.2% of our ordinary shares as of December 31, 2022. William Blair did not file a statement on Schedule 13G (with respect to its ownership in the Company) for the years ended December 31, 2024.

As of March 11, 2025 there were approximately four holders of record of our ordinary shares in the United States, although we believe that the number of beneficial owners of the ordinary shares is significantly greater. The number of record holders in the United States is not representative of the number of beneficial holders nor is it representative of where such beneficial holders are resident since many of these ordinary shares were held of record by brokers or other nominees.

The major shareholders have the same voting rights as the other shareholders.

B. RELATED PARTY TRANSACTIONS

Not applicable.

C. INTERESTS OF EXPERTS AND COUNSEL

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. CONSOLIDATED STATEMENTS AND OTHER FINANCIAL INFORMATION

See Item 18.

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Legal Proceedings

From time to time, we may be subject to legal proceedings and claims in the ordinary course of business. We are currently not involved in any pending or contemplated legal proceedings that could reasonably be expected to have a significant effect on our financial position, or profitability. We may become involved in material legal proceedings in the future. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

Dividend Policy

For a discussion of our dividend policy, please see Item 10.B, “Additional Information-Memorandum and Articles of Association-Dividends.”

B. SIGNIFICANT CHANGES

No significant change has occurred since December 31, 2024, except as otherwise disclosed in this Annual Report.

ITEM 9. THE OFFER AND LISTING

A. OFFER AND LISTING DETAILS

Our ordinary shares are listed on the Nasdaq Global Select Market and the TASE under the symbol “AUDC.”

B. PLAN OF DISTRIBUTION

Not applicable.

C. MARKETS

Our ordinary shares are listed for trading on the Nasdaq Global Select Market under the symbol “AUDC.” Our ordinary shares are also listed for trading on the Tel-Aviv Stock Exchange under the symbol “AUDC.” In addition, we are aware of our ordinary shares being traded on the following markets: Frankfurt Stock Exchange, Dusseldorf Stock Exchange, Munich Stock Exchange, Stuttgart Stock Exchange.

D. SELLING SHAREHOLDERS

Not applicable.

E. DILUTION

Not applicable.

F. EXPENSES OF THE ISSUE

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. SHARE CAPITAL

Not applicable.

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B. MEMORANDUM AND ARTICLES OF ASSOCIATION

Objectives

Our objectives, set forth in our articles of association, are to engage in any legal occupation or business.

Share Capital

Our authorized share capital consists of NIS 1,025,000 divided into 200,000,000 ordinary shares, nominal value NIS 0.01 per share, and 2,500,000 preferred shares, nominal value NIS 0.01 per share. As of March 11, 2025, we had 29,473,093 ordinary shares outstanding (which does not include 35,782,144 treasury shares) and no preferred shares outstanding.

Borrowing Powers

The board of directors has the power to cause us to borrow money and to secure the payment of borrowed money. The board of directors specifically has the power to issue bonds or debentures, and to impose mortgages or other security interests on all or any part of our property.

Amendment of Articles of Association

In general, shareholders may amend our articles of association by a resolution adopted at a shareholders' meeting by the holders of 50% of the voting power represented at the meeting in person or by proxy and voting thereon. The amendment of certain provisions of our articles of association requires an increased voting threshold. For example, the approval of amendments to the provisions concerning business combinations with certain shareholders requires the approval of holders of 85% of our outstanding voting shares. Additionally, the amendment of the provisions concerning (i) the procedure according to which shareholders may propose items to include in the agenda of a general meeting of the shareholders and (ii) the role and composition of the board of directors, including the method of appointment of its members, require the approval sixty-six and two-thirds percent (66 2/3)% of the voting power represented at the meeting in person or by proxy and voting thereon.

Qualification of Directors

No person shall be disqualified to serve as a director by reason of his not holding AudioCodes shares or by reason of his having served as a director in the past.

Dividends

Under the Companies Law, a company may make "distributions", as such term is defined in the Companies Law (which definition includes the payment of dividends and a company's repurchase of its outstanding shares) only out of its profits as determined for statutory purposes, unless court approval is granted for such despite the lack of statutory profits. There is a unified statutory test for the payment of dividends and a company's repurchase of its outstanding shares. In 2024, we received court approval to pay dividends (and repurchase our ordinary shares) up to certain ceilings, despite the lack of statutory profits. The current approval is valid until June 14, 2025. We may seek further approvals to repurchase our ordinary shares and to continue to pay dividends. As we are a Nasdaq-listed company, court approval is not required for our repurchase of our ordinary shares, provided that we notify our creditors of the proposed repurchase and allow such creditors an opportunity to initiate a court proceeding to review the repurchase. If within 30 days such creditors do not file an objection, then we may proceed with the repurchase. In each case, we are only permitted to make the distribution if our board of directors and, if applicable, the court, determines there is no reasonable concern that such distribution will prevent us from satisfying our existing and foreseeable obligations as they become due. The amount of any dividend to be distributed among shareholders is based on the nominal value of their shares.

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Voting Rights and Powers

Unless any shares have special rights as to voting, every shareholder has one vote for each share held of record.

Under our articles of association, we may issue preferred shares from time to time, in one or more series. However, in connection with our listing on the Tel Aviv Stock Exchange in 2001, we agreed that for such time as our ordinary shares are traded on the Tel Aviv Stock Exchange, we will not issue any of the 2,500,000 preferred shares, nominal value NIS 0.01, authorized in our articles of association. Notwithstanding the foregoing, we may issue preferred shares if the preference of those shares is limited to a preference in the distribution of dividends and such preferred shares have no voting rights.

Business Combinations

Our articles of association impose restrictions on our ability to engage in any merger, asset or share sale or other similar transaction with a shareholder holding 15% or more of our voting shares.

Winding Up

Upon our liquidation, our assets available for distribution to shareholders will be distributed to them in proportion to the nominal value of their shares.

Redeemable Shares

Subject to our undertaking to the Tel Aviv Stock Exchange as described above, we may issue and redeem redeemable shares.

Modification of Rights

Subject to the provisions of our articles of association, we may, from time to time, by a resolution approved by the holders of a simple majority of the voting power represented at the meeting in person or by proxy and voting thereon, provide for shares with such preference rights, deferred rights or conversion rights, or any other special rights or limitations as may be stipulated in such resolution.

If at any time our share capital is divided into different classes of shares, we may modify or abrogate the rights attached to any class, unless otherwise provided by the articles of association, by a resolution approved by the holders of a simple majority of the voting power represented at the meeting in person or by proxy and voting thereon, subject to the consent in writing of the holders of a simple majority of the issued shares of that class (unless otherwise provided by law or by the terms of issue of the shares of that class).

The provisions of our articles of association relating to general meetings also apply, mutatis mutandis, to any separate general meeting of the holders of the shares of a particular class.

The creation or issuance of shares of any class, including a new class, shall not be deemed to alter the rights and privileges attached to previously issued shares of that class or of any other class (unless otherwise provided by our articles of association, including the terms of issue of the shares of any class).

Shareholder Meetings

An annual meeting of shareholders is to be held once a year, within 15 months after the previous annual meeting. The annual meeting may be held in Israel or outside of Israel, as determined by the board of directors.

The board of directors may, whenever it thinks fit, convene a special shareholders meeting. The board of directors must convene a special shareholders' meeting at the request of:

- at least two directors;
- at least one-quarter of the directors in office; or

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- one or more shareholders who hold at least 10% of the outstanding share capital and at least 1% of the voting rights, or one or more shareholders who hold at least 10% of the outstanding voting rights.

Notice of General Meetings; Omission to Give Notice

A special shareholders meeting may be held in Israel or outside of Israel, as determined by the board of directors.

The provisions of the Companies Law and the related regulations override the provisions of our articles of association, and provide for notice of a meeting of shareholders to be sent to each registered shareholder at least 21 days or 35 days in advance of the meeting, depending on the items included in the meeting agenda. Notice of a meeting of shareholders must also be published in two Israeli newspapers or on our website.

Notice of a meeting of shareholders must specify the type of meeting, the place and time of the meeting, the agenda, a summary of the proposed resolutions, the majority required to adopt the proposed resolutions, and the record date for the meeting. The notice must also include the address and telephone number of our registered office, and a list of times at which the full text of the proposed resolutions may be examined at the registered office.

The accidental omission to give notice of a meeting to any shareholder, or the non-receipt of notice sent to such shareholder, does not invalidate the proceedings at the meeting.

Limitations on Foreign Shareholders to Hold or Exercise Voting Rights

There are no limitations on foreign shareholders in our articles of association. Israeli law restricts the ability of citizens of countries that are in a state of war with Israel to hold shares of Israeli companies.

Fiduciary Duties; Approval of Transactions under Israeli Law

Fiduciary duties. The Companies Law codifies the fiduciary duties that office holders, which under the Companies Law includes our directors and executive officers, owe to a company. An office holder's fiduciary duties consist of a duty of loyalty and a duty of care.

The duty of loyalty requires an office holder to act in good faith and for the benefit of the company, including to avoid any conflict of interest between the office holder's position in the company and personal affairs, and prohibits any competition with the company or the exploitation of any business opportunity of the company in order to receive a personal advantage for himself or herself or for others. This duty also requires an office holder to reveal to the company any information or documents relating to the company's affairs that the office holder has received due to his or her position as an office holder. A company may approve any of the acts mentioned above provided that all the following conditions apply: the office holder acted in good faith and neither the act nor the approval of the act prejudices the good of the company and, the office holder disclosed the essence of his personal interest in the act, including any substantial fact or document, a reasonable time before the date for discussion of the approval. A director is required to exercise independent discretion in fulfilling his or her duties and may not be party to a voting agreement with respect to his or her vote as a director. A violation of these requirements is deemed a breach of the director's duty of loyalty.

The duty of care requires an office holder to act with a level of care that a reasonable office holder in the same position would employ under the same circumstances. This includes the duty to use reasonable means to obtain information regarding the advisability of a given action submitted for his or her approval or performed by virtue of his or her position and all other relevant information material to these actions.

Disclosure of personal interest. The Companies Law requires that an office holder promptly disclose to the company any personal interest that he or she may have and all related material information or documents known to him or her, in connection with any existing or proposed transaction by the company. "Personal interest," as defined by the Companies Law, includes a personal interest of any person in an act or transaction of the company, including a personal interest of his relative or of a corporation in which that person or a relative of that person is a 5% or greater shareholder, a holder of 5% or more of the voting rights, a director or general manager, or in which he or she has the right to appoint at least one director or the general manager, and includes shares for which the person has the right to vote pursuant to a power-of-attorney. "Personal interest" does not apply to a personal interest stemming merely from holding shares in the company.

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The office holder must make the disclosure of his personal interest no later than the first meeting of the company's board of directors that discusses the particular transaction. This duty does not apply to the personal interest of a relative of the office holder in a transaction unless it is an "extraordinary transaction." The Companies Law defines an "extraordinary transaction" as a transaction that is not in the ordinary course of business, not on market terms or that is likely to have a material impact on the company's profitability, assets or liabilities.

Approvals. The Companies Law provides that a transaction with an office holder or a transaction in which an office holder has a personal interest requires board approval, unless the transaction is an extraordinary transaction, or the articles of association provide otherwise. Our articles of association do not provide otherwise. The transaction may be approved only if it is in our best interest. If the transaction is an extraordinary transaction, then the approvals of the company's audit committee and the board of directors are required. If the transaction concerns exculpation, indemnification, insurance or compensation of an office holder, then the approvals of the company's compensation committee and the board of directors are required, except if the compensation arrangement is an immaterial amendment to an existing compensation arrangement of an officer who is not a director, in which case the approval of the compensation committee is sufficient. Exculpation, indemnification, insurance or compensation of a director or the Chief Executive Officer also requires shareholder approval.

A person who has a personal interest in a matter that is considered at a meeting of the board of directors or the audit committee generally may not attend that meeting or vote on that matter, unless a majority of the board of directors or the audit committee has a personal interest in the matter or if such person is invited by the chairman of the board of directors or audit committee, as applicable, to present the matter being considered. If a majority of the board of directors or the audit committee has a personal interest in the transaction, shareholder approval also would be required.

Shareholders

The Companies Law imposes on a controlling shareholder of a public company the same disclosure requirements described above as it imposes on an office holder. For this purpose, a "controlling shareholder" is any shareholder who has the ability to direct the company's actions, including any shareholder holding 25% or more of the voting rights if no other shareholder owns more than 50% of the voting rights in the company. Two or more shareholders with a personal interest in the approval of the same transaction are deemed to be one shareholder.

Approval of the audit committee, the board of directors and our shareholders, in that order, is required for extraordinary transactions, including a private placement, with a controlling shareholder or in which a controlling shareholder has a personal interest.

Approval of the compensation committee, the board of directors and our shareholders, in that order, is required for the terms of compensation or employment of a controlling shareholder or his or her relative, as an officer holder or employee of our company or as a service provider to the company, including through a company controlled by a controlling shareholder.

Shareholder approval must include the majority of shares voted at the meeting. In addition to the majority vote, the shareholder approval must satisfy either of two additional tests:

- the majority includes at least a majority of the shares voted by shareholders who have no personal interest in the transaction; or
- the total number of shares held by disinterested shareholders that voted against the approval of the transaction does not exceed 2% of the aggregate voting rights of our company.

Generally, the approval of such a transaction may not extend for more than three years, except that in the case of an extraordinary transaction, including a private placement, with a controlling shareholder or in which a controlling shareholder has a personal interest that does not concern compensation for employment or service, the transaction may be approved for a longer period if the audit committee determines that the approval of the transaction for a period longer than three years is reasonable under the circumstances.

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Compensation of Executive Officers and Directors; Executive Compensation Policy

In accordance with the Companies Law, we have adopted a compensation policy for our executive officers and directors. The purpose of the policy is to describe our overall compensation strategy for our executive officers and directors and to provide guidelines for setting their compensation, as prescribed by the Companies Law. In accordance with the Companies Law, the policy must be reviewed and readopted at least once every three years.

Approval of the compensation committee, the board of directors and our shareholders, in that order, is required for the adoption of the compensation policy. The shareholders' approval must include the majority of shares voted at the meeting. In addition to the majority vote, the shareholder approval must satisfy either of two additional tests:

- the majority includes at least a majority of the shares voted by shareholders other than our controlling shareholders or shareholders who have a personal interest in the adoption of the compensation policy; or
- the total number of shares held by non-controlling shareholders and disinterested shareholders that voted against the adoption of the compensation policy does not exceed 2% of the aggregate voting rights of our company.

Under the Companies Law, the compensation arrangements for officers (other than the Chief Executive Officer) who are not directors require the approval of the compensation committee and the board of directors; provided, however, that if the compensation arrangement is not in compliance with our executive compensation policy, the arrangement may only be approved by the compensation committee and the board of directors for special reasons to be noted, and the compensation arrangement shall also require a special shareholder approval. If the compensation arrangement is an immaterial amendment to an existing compensation arrangement of an officer who is not a director and is in compliance with our executive compensation policy, the approval of the compensation committee is sufficient.

Arrangements regarding the compensation of the Chief Executive Officer and of directors require the approval of the compensation committee, the board and the shareholders, in that order. In certain limited cases, the compensation of a new Chief Executive Officer who is not a director may be approved without the approval of the shareholders.

In August 2023, our board of directors approved certain amendments to our compensation policy in order to adopt a clawback policy, or the Clawback Policy, which is administered by our compensation committee and was adopted in compliance with Section 10D of the Exchange Act and applicable rules of the Nasdaq Global Select Market. The Clawback Policy, which was additionally approved by our shareholders on October 24, 2023 in connection with our 2023 Annual General Meeting of Shareholders, requires the return of incentive compensation paid to our executive officers in the case of certain restatements of our financial statements under the rules of the Nasdaq Global Select Market. A copy of the Clawback Policy is included as Exhibit 97.1 to our Annual Report for the year ended December 31, 2023.

We have adopted an insider trading policy which applies to all of the Company's directors, officers and employees as well as certain related parties, and sets forth procedures governing the purchase, sale and other disposition of our securities by such parties. Our insider trading policy is reasonably designed to promote compliance with applicable insider trading laws, rules and regulations, and any listing standards applicable to the Company. A copy of our insider trading policy has been filed as Exhibit 11.1 to this Annual Report.

Duties of Shareholders

Under the Companies Law, a shareholder also has a duty to act in good faith towards the company and other shareholders and refrain from abusing his or her power in the company, including, among other things, voting in the general meeting of shareholders on the following matters:

- any amendment to the articles of association;
- an increase of the company's authorized share capital;
- a merger; or

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- approval of related party transactions that require shareholder approval.

In addition, any controlling shareholder, any shareholder who can determine the outcome of a shareholder vote and any shareholder who, under the company's articles of association, can appoint or prevent the appointment of an office holder, is under a duty to act with fairness towards the company. The Companies Law also provides that a breach of the duty of fairness will be governed by the laws governing breach of contract; however, the Companies Law does not describe the substance of this duty.

Anti-Takeover Provisions under Israeli Law

The Companies Law provides that an acquisition of shares in a public company must be made by means of a tender offer if as a result of the acquisition the purchaser would hold 25% or more of the voting rights in the company, unless there is already another shareholder of the company with 25% or more of the voting rights. Similarly, the Companies Law provides that an acquisition of shares in a public company must be made by means of a tender offer if as a result of the acquisition the purchaser would hold more than 45% of the voting rights in the company, unless there is a shareholder with more than 45% of the voting rights in the company.

The Companies Law requires the parties to a proposed merger to file a merger proposal with the Israeli Registrar of Companies, specifying certain terms of the transaction. Each merging company's board of directors and shareholders must approve the merger. Shares in one of the merging companies held by the other merging company or certain of its affiliates are disenfranchised for purposes of voting on the merger. A merging company must inform its creditors of the proposed merger. Any creditor of a party to the merger may seek a court order blocking the merger, if there is a reasonable concern that the surviving company will not be able to satisfy all of the obligations of the parties to the merger. Moreover, a merger may not be completed until at least 50 days have passed from the time that the merger proposal was filed with the Israeli Registrar of Companies and at least 30 days have passed from the approval of the shareholders of each of the merging companies.

Finally, in general, Israeli tax law treats stock-for-stock acquisitions less favorably than does U.S. tax law. Israeli tax law provides for tax deferral in specified acquisitions, including transactions where the consideration for the sale of shares is the receipt of shares of the acquiring company. Nevertheless, Israeli tax law may subject a shareholder who exchanges his ordinary shares for shares in a foreign corporation to immediate taxation or to taxation before his investment in the foreign corporation becomes liquid, although in the case of shares of a foreign corporation that are traded on a stock exchange, the tax may be postponed subject to certain conditions.

Insurance, Indemnification and Exculpation of Directors and Officers; Limitations on Liability

Insurance of Office Holders

The Companies Law permits a company, if permitted by its articles of association, to insure an office holder in respect of liabilities incurred by the office holder as a result of:

- breach of the duty of care owed to the company or a third party;
- breach of the fiduciary duty owed to the company, provided that the office holder acted in good faith and had reasonable grounds to believe that his action would not harm the company's interests;
- monetary liability imposed on the office holder in favor of a third party; and
- reasonable litigation expenses, including attorney fees, incurred by the office holder as a result of an administrative enforcement proceeding instituted against him (without limiting from the generality of the foregoing, such expenses will include a payment imposed on the office holder in favor of an injured party as set forth in Section 52(54)(a)(1)(a) of the Israeli Securities Law, 1968, as amended, or the Israeli Securities Law, and expenses that the office holder incurred in connection with a proceeding under Chapters H'3, H'4 or I'1 of the Israeli Securities Law, including reasonable legal expenses, which term includes attorney fees).

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Indemnification of Office Holders

Under the Companies Law, a company can, if permitted by its articles of association, indemnify an office holder for any of the following obligations or expenses incurred in connection with his or her acts or omissions as an office holder:

- monetary liability imposed on an office holder in favor of a third party in a judgment, including a settlement or an arbitral award confirmed by a court;
- reasonable legal costs, including attorney's fees, expended by an office holder as a result of:
 - an investigation or proceeding instituted against the office holder by a competent authority, provided that such investigation or proceeding concludes without the filing of an indictment against the office holder, and either:
 - o no financial liability was imposed on the office holder in lieu of criminal proceedings, or
 - o financial liability was imposed on the office holder in lieu of criminal proceedings but the alleged criminal offense does not require proof of criminal intent; and in connection with an administrative enforcement proceeding or a financial sanction (without derogating from the generality of the foregoing, such expenses will include a payment imposed on the Office Holder in favor of an injured party as set forth in Section 52(54)(a)(1)(a) of the Israeli Securities Law, and expenses that the Office Holder incurred in connection with a proceeding under Chapters H'3, H'4 or I'1 of the Israeli Securities Law, including reasonable legal expenses, which term includes attorney fees); and
- reasonable legal costs, including attorneys' fees, expended by the office holder or for which the office holder is charged by a court:
 - in an action brought against the office holder by or on behalf of the company or a third party, or
 - in a criminal action in which the office holder is found innocent, or
 - in a criminal action in which the office holder is convicted and in which a proof of criminal intent is not required.
 - o A company may indemnify an office holder in respect of these liabilities either in advance of an event or following an event. If a company undertakes to indemnify an office holder in advance of an event, the indemnification, other than legal costs, must be limited to foreseeable events in light of the company's actual activities when the company undertook such indemnification, and reasonable amounts or standards, as determined by the board of directors.

Exculpation of Office Holders

Under the Companies Law, a company may, if permitted by its articles of association, also exculpate an office holder in advance, in whole or in part, from liability for damages sustained by a breach of duty of care to the company, other than in connection with distributions.

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Limitations on Exculpation, Insurance and Indemnification

Under the Companies Law, a company may indemnify or insure an office holder against a breach of duty of loyalty only to the extent that the office holder acted in good faith and had reasonable grounds to assume that the action would not prejudice the company. In addition, a company may not indemnify, insure or exculpate an office holder against a breach of duty of care if committed intentionally or recklessly (excluding mere negligence), or committed with the intent to derive an unlawful personal gain, or for a fine or forfeit levied against the office holder in connection with a criminal offense.

Our articles of association allow us to insure, indemnify and exculpate office holders to the fullest extent permitted by law, provided such insurance or indemnification is approved in accordance with law. Pursuant to the Companies Law, exculpation of, procurement of insurance coverage for, and an undertaking to indemnify or indemnification of, our office holders must be approved by our audit committee and our board of directors and, if the office holder is a director, also by our shareholders.

We have entered into agreements with each of our directors and senior officers to insure, indemnify and exculpate them to the full extent permitted by law against some types of claims, subject to dollar limits and other limitations. These agreements have been ratified by our audit committee, board of directors and shareholders. We have acquired directors' and officers' liability insurance covering our officers and directors and the officers and directors of our subsidiaries against certain claims.

C. MATERIAL CONTRACTS

None.

D. EXCHANGE CONTROLS

Non-residents of Israel who own our ordinary shares may freely convert all amounts received in Israeli currency in respect of such ordinary shares, whether as a dividend, liquidation distribution or as proceeds from the sale of the ordinary shares, into freely-repatriable non-Israeli currencies at the rate of exchange prevailing at the time of conversion (provided in each case that the applicable Israeli income tax, if any, is paid or withheld).

Since January 1, 2003, all exchange control restrictions on transactions in foreign currency in Israel have been eliminated, although there are still reporting requirements for foreign currency transactions. Legislation remains in effect, however, pursuant to which currency controls may be imposed by administrative action at any time.

The State of Israel does not restrict in any way the ownership or voting of our ordinary shares by non-residents of Israel, except with respect to subjects of countries that are in a state of war with Israel.

E. TAXATION

The following is a summary of the material Israeli and United States federal tax consequences, Israeli foreign exchange regulations and certain Israeli government programs affecting us. To the extent that the discussion is based on new tax or other legislation that has not been subject to judicial or administrative interpretation, there can be no assurance that the views expressed in the discussion will be accepted by the tax or other authorities in question. The discussion is not intended, and should not be construed, as legal or professional tax advice, is not exhaustive of all possible tax considerations and should not be relied upon for tax planning purposes. Potential investors are urged to consult their own tax advisors as to the Israeli tax, United States federal income tax and other tax consequences of the purchase, ownership and disposition of ordinary shares, including, in particular, the effect of any foreign, state or local taxes.

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Israeli Tax Considerations and Government Programs

The following is a brief summary of the material Israeli income tax laws applicable to us, and certain Israeli Government programs that benefit us. This section also contains a discussion of material Israeli income tax consequences concerning the ownership and disposition of our ordinary shares. This summary does not discuss all the aspects of Israeli tax law that may be relevant to a particular investor in light of his or her personal investment circumstances or to some types of investors subject to special treatment under Israeli law. Examples of such investors include residents of Israel or traders in securities who are subject to special tax regimes not covered in this discussion. Several parts of this discussion are based on new tax legislation that has not yet been subject to judicial or administrative interpretation. Each investor should consult its own tax or legal advisor as to the Israeli tax consequences of the purchase, ownership and disposition of our ordinary shares.

General Corporate Tax Structure in Israel

Israeli companies are generally subject to corporate tax on their taxable income. Taxable income of a company is subject to a corporate tax rate of 23% effective from January 1, 2018. However, the effective tax rate payable by a company that qualifies as an Industrial Company that derives income from a Preferred Technological Enterprise (as discussed below) may be considerably less. Capital gains derived by an Israeli company are subject to the prevailing corporate tax rate.

Law for the Encouragement of Capital Investments, 1959, or the Investment Law

The Investment Law provides certain incentives for capital investments in production facilities (or other eligible assets) by “Industrial Enterprises” (as defined under the Investment Law).

The Investment Law was significantly amended effective April 1, 2005, or the 2005 Amendment, and further amended as of January 1, 2011, or the 2011 Amendment, and January 1, 2017, or the 2017 Amendment. The 2011 Amendment introduced new benefits to replace those granted in accordance with the provisions of the Investment Law in effect prior to the 2011 Amendment. However, companies entitled to benefits under the Investment Law as in effect prior to January 1, 2011, were entitled to choose to continue to enjoy such benefits, provided that certain conditions are met, or elect instead irrevocably to forego such benefits and have the benefits of the 2011 Amendment apply. The 2017 Amendment was designed to accommodate the implementation of the “Nexus Principles” (based on OECD guidelines published as part of the Base Erosion and Profit Shifting, or BEPS, project).

Tax Benefits Prior to the 2005 Amendment

An investment program that is implemented in accordance with the provisions of the Investment Law prior to the 2005 Amendment, referred to as an “Approved Enterprise,” is entitled to certain benefits. A company that wished to receive benefits as an Approved Enterprise must have received approval from the Investment Center of the Israeli Ministry of Economy and Industry, or the Investment Center. Each certificate of approval for an Approved Enterprise relates to a specific investment program in the Approved Enterprise, delineated both by the financial scope of the investment and by the physical characteristics of the facility or the asset.

The tax benefits from any certificate of approval relate only to taxable profits attributable to the specific Approved Enterprise. Income derived from activity that is not approved by the Investment Center or not integral to the activity of the Approved Enterprise does not enjoy tax benefits.

Tax Benefits Subsequent to the 2005 Amendment

The 2005 Amendment changed certain provisions of the Investment Law. As a result of the 2005 Amendment, a company referred to as a “Beneficiary Enterprise”, was no longer obligated to obtain Approved Enterprise status in order to receive the tax benefits previously available under the Alternative Track, and therefore generally there was no need to apply to the Investment Center for this purpose (Approved Enterprise status remains mandatory for companies seeking cash grants).

Trapped Earnings

On November 15, 2021, a new amendment to the Investment Law, or the Investment Law Amendment, was approved, introducing a new dividend distribution ordering rule to cause the distribution of earnings that were tax exempt under the historical Approved or Beneficial Enterprise regimes, or Trapped Earnings, to be on a pro-rata basis from any dividend distribution. The Investment Law Amendment is applicable to distributions from August 15, 2021 onwards. Therefore, the corporate income tax, or CIT, claw-back will apply upon any dividend distribution, as long as the Company has Trapped Earnings.

Tax Benefits under the 2011 and 2017 Amendments

The 2011 Amendment canceled the availability of the benefits granted to companies under the Investment Law prior to 2011 and, instead, introduced new benefits for income generated by a “Preferred Company” through its “Preferred Enterprise” (as such terms are defined in the Investment Law) as of January 1, 2011. A Preferred Company is an industrial company owning a Preferred Enterprise which meets certain conditions (including a minimum threshold of 25% export). However, under this new legislation the requirement for a minimum investment in productive assets was cancelled.

Pursuant to the 2011 Amendment, a Preferred Company is entitled to a reduced corporate tax rate of 16% in 2014, unless the Preferred Company is located in a certain development zone, in which case the rate will be 9%. Pursuant to the 2017 Amendment, in 2017 and thereafter, a Preferred Company is entitled to a reduced corporate tax rate of 16% and 7.5%, respectively.

Dividends paid out of income attributed to a Preferred Enterprise during 2014 and thereafter are generally subject to withholding tax at the rate of 20% or such lower rate as may be provided in an applicable tax treaty. However, if such dividends are paid to an Israeli company, no tax is required to be withheld (however, if afterward distributed to individuals or non-Israeli company a withholding of 20% or such lower rate as may be provided in an applicable tax treaty, will apply).

The 2011 Amendment also provided transitional provisions to address companies already enjoying existing tax benefits under the Investment Law. These transitional provisions provide, among other things, that unless an irrevocable request is made to apply the provisions of the Investment Law as amended in 2011 with respect to income to be derived as of January 1, 2011: (i) the terms and benefits included in any certificate of approval that was granted to an Approved Enterprise which chose to receive grants and certain tax benefits under the Grant Track before the 2011 Amendment became effective will remain subject to the provisions of the Investment Law as in effect on the date of such approval, and subject to certain conditions; (ii) terms and benefits included in any certificate of approval that was granted to an Approved Enterprise under the Alternative Track before the 2011 Amendment became effective will remain subject to the provisions of the Investment Law as in effect on the date of such approval, provided that certain conditions are met; and (iii) a Beneficiary Enterprise can elect to continue to benefit from the benefits provided to it before the 2011 Amendment came into effect, provided that certain conditions are met.

The 2017 Amendment provides new tax tracks for a “Preferred Technological Enterprise”- an enterprise for which total consolidated revenues of its parent company and all subsidiaries are less than NIS 10 billion for a tax year. Under the law, a Preferred Technological Enterprise, which is located in the center of Israel will be subject to tax at a rate of 12% on profits being derived from eligible intellectual property, or the Preferred Technological Income, and “Preferred Technological Enterprise” which is located in development area A will be subject to tax rate of 7.5%. In addition, a “Preferred Technological Enterprise” will receive a reduced corporate tax rate of 12% on capital gains derived from the sale of certain “Benefitted Intangible Assets” (as defined in the Investment Law) to a related foreign company if (i) the Benefitted Intangible Assets were acquired from a foreign company on or after January 1, 2017 for at least NIS 200 million, and (ii) such sale receives prior approval from the IIA. However, the proportion of income that may be considered Preferred Technological Income and receive the tax benefits described immediately above is calculated according to a nexus formula, which is based on the proportion of qualifying expenditures on intellectual property compared to overall expenditures.

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The 2017 Amendment further provides that a Preferred Company with group consolidated revenues of at least NIS 10 billion will qualify as a “Special Preferred Technological Enterprise” and will receive a reduced corporate tax rate of 6% on “Preferred Technological Income” regardless of the company’s geographic location within Israel. In addition, a “Special Preferred Technological Enterprise” will receive a reduced corporate tax rate of 6% on capital gains derived from the sale of certain “Benefitted Intangible Assets” to a related foreign company if (i) the Benefitted Intangible Assets were either developed by the Special Preferred Enterprise or acquired from a foreign company on or after January 1, 2017, and (ii) such sale received prior approval from the IIA. A “Special Preferred Technological Enterprise” that acquires Benefitted Intangible Assets from a foreign company for more than NIS 500 million will be eligible for these benefits for at least 10 years, subject to the receipt of certain approvals as specified in the Investment Law.

Dividends paid out of Preferred Technological Income, which are distributed by a Preferred Technological Enterprise or a “Special Preferred Technological Enterprise,” are generally subject to tax at the rate of 20% or such lower rate as may be provided in an applicable tax treaty (subject to the receipt in advance of a valid certificate from the ITA allowing for a reduced tax rate). However, if such dividends are paid to an Israeli company, no tax is required to be withheld (however, if afterward distributed to individuals or non-Israeli company a withholding of 20% or such lower rate as may be provided in an applicable tax treaty, will apply). If such dividends are distributed to a foreign company that holds solely or together with other foreign companies 90% or more of the Israeli company and other conditions are satisfied, the tax rate will be 4%.

In May 2019, we notified the Israel Tax Authority that we waived our Beneficiary Enterprise status starting from the 2019 tax year and thereafter.

We are eligible for tax benefits as a Preferred Technological Enterprise from the 2019 tax year and thereafter as mentioned above and the changes in the tax rates relating to Preferred Technological Enterprises were taken into account in the computation of deferred taxes as of December 31, 2024.

Tax Benefits and Funding for Research and Development

Israeli tax law allows, under specific conditions, a tax deduction for expenditures, including capital expenditures, relating to scientific research and development projects, for the year in which they are incurred if:

- the expenditures are approved by the relevant Israeli government ministry, determined by the field of research;
- the research and development is for the promotion or development of the company; and
- the research and development is carried out by or on behalf of the company seeking the deduction.

However, the amount of such deductible expenses shall be reduced by the sum of any funds received through government grants for the finance of such scientific research and development projects. Under these research and development deduction rules, no deduction is allowed for any expense invested in an asset depreciable under the general depreciation rules of the Israeli Income Tax Ordinance. Expenditures not so approved are deductible over a three-year period in equal amounts if the research and development is for the promotion or development of the company.

Law for the Encouragement of Industry (Taxes), 1969, or the Industry Encouragement Law

The Industry Encouragement Law, provides several tax benefits for “Industrial Companies.” We currently qualify as an Industrial Company within the meaning of the Industry Encouragement Law.

The Industry Encouragement Law defines an “Industrial Company” as a company resident in Israel, of which 90% or more of its income in any tax year, other than income from defense loans, is derived from an “Industrial Enterprise” owned by it and located in Israel. An “Industrial Enterprise” is defined as an enterprise whose principal activity in a given tax year is industrial production.

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The following corporate tax benefits, among others, are available to Industrial Companies:

- amortization over an eight-year period of the cost of purchased know-how and patents and rights to use a patent and know-how which are used for the development or advancement of the company;
- under limited conditions, an election to file consolidated tax returns with related Israeli Industrial Companies; and
- expenses related to a public offering are deductible in equal amounts over a three-year period.

Eligibility for benefits under the Industry Encouragement Law is not contingent upon the approval of any governmental authority. The Israeli tax authorities may determine that we do not qualify as an Industrial Company, which could entail our loss of the benefits that relate to this status. There can be no assurance that we will continue to qualify as an Industrial Company or that the benefits described above will be available in the future.

Taxation of our Shareholders

Capital Gains Taxes Applicable to Non-Israeli Resident Shareholders. A non-Israeli resident who derives capital gains from the sale of shares in an Israeli resident company that were purchased after the company was listed for trading on a stock exchange outside of Israel will be exempt from Israeli tax so long as the shares were not held through a permanent establishment that the non-resident maintains in Israel. However, non-Israeli corporations will not be entitled to the foregoing exemption if Israeli residents: (i) have a controlling interest of more than 25% in such non-Israeli corporation or (ii) are the beneficiaries of, or are entitled to, 25% or more of the revenues or profits of such non-Israeli corporation, whether directly or indirectly. Additionally, such exemption is not applicable to a person whose gains from selling or otherwise disposing of the shares are deemed to be business income.

Additionally, a sale of securities by a non-Israeli resident may be exempt from Israeli capital gains tax under the provisions of an applicable tax treaty. For example, under the United States-Israel Tax Treaty, the disposition of shares by a shareholder who is a United States resident (for purposes of the treaty) holding the shares as a capital asset is generally exempt from Israeli capital gains tax unless, among other things, (i) the capital gain arising from the disposition is attributed to business income derived by a permanent establishment of the shareholder in Israel; (ii) the shareholder holds, directly or indirectly, shares representing 10% or more of the voting capital during any part of the 12-month period preceding the disposition; or (iii) such U.S. resident is an individual and was present in Israel for 183 days or more in the aggregate during the relevant taxable year.

In some instances where our shareholders may be liable for Israeli tax on the sale of their ordinary shares, the payment of the consideration may be subject to the withholding of Israeli tax at source. Shareholders may be required to demonstrate that they are exempt from tax on their capital gains in order to avoid withholding at source at the time of sale.

A detailed return, including a computation of the tax due, must be filed and an advance payment must be paid on January 31st and July 30th of each tax year for sales of securities traded on a stock exchange made within the previous six months. However, if all tax due was withheld at the source according to applicable provisions of the Israeli Income Tax Ordinance and the regulations promulgated thereunder, the return does not need to be filed, provided that (i) such income was not generated from business conducted in Israel by the taxpayer, (ii) the taxpayer has no other taxable sources of income in Israel with respect to which a tax return is required to be filed and an advance payment does not need to be made, and (iii) the taxpayer is not obligated to pay excess tax (as further explained below). Capital gains are also reportable on an annual income tax return.

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Taxation of Non-Israeli Shareholders on Receipt of Dividends. Non-Israeli residents (whether individuals or corporations) generally will be subject to Israeli income tax on the receipt of dividends paid on our ordinary shares at the rate of 25%, which tax will be withheld at source, unless relief is provided in a treaty between Israel and the shareholder's country of residence (subject to the receipt in advance of a valid certificate from the Israel Tax Authority allowing for a reduced tax rate). With respect to a person who is a "substantial shareholder" at the time of receiving the dividend or on any time during the preceding twelve months, the applicable tax rate is 30%. A "substantial shareholder" is generally a person who alone or together with such person's relative or another person who collaborates with such person on a permanent basis, holds, directly or indirectly, at least 10% of any of the "means of control" of the corporation. "Means of control" generally include the right to vote, receive profits, nominate a director or an executive officer, receive assets upon liquidation, or order someone who holds any of the aforesaid rights how to act, regardless of the source of such right. Such dividends are generally subject to Israeli withholding tax at a rate of 25% so long as the shares are registered with a nominee company (whether the recipient is a substantial shareholder or not).

However, a distribution of dividends to non-Israeli residents is subject to withholding tax at source at a rate of 15% if the dividend is distributed from income attributed to an Approved Enterprise or Beneficiary Enterprise, unless a reduced tax rate is provided under an applicable tax treaty. If the dividend is being paid out of certain income attributable to a Preferred Technological Enterprise, the dividend will be subject to tax at the rate of 20%. A different rate may be provided in a treaty between Israel and the shareholder's country of residence, as mentioned below.

In this regard, under the United States-Israel Tax Treaty, the maximum rate of tax withheld at source in Israel on dividends paid to a holder of our ordinary shares who is a United States resident (for purposes of the United States-Israel Tax Treaty) is 25%. However, generally, the maximum rate of withholding tax on dividends, not generated by an Approved Enterprise, or Beneficiary Enterprise or a Preferred Technological Enterprise, that are paid to a United States corporation holding 10% or more of the outstanding voting capital throughout the tax year in which the dividend is distributed as well as during the previous tax year, is 12.5%, provided that not more than 25% of the gross income for such preceding year consists of certain types of dividends and interest. If the above conditions are met and the dividends are generated by an Approved Enterprise, or Beneficiary Enterprise or a Preferred Technological Enterprise, the maximum rate of withholding tax on such dividends is 15%. If the dividend is attributable partly to income derived from Approved Enterprise, Beneficiary Enterprise or a Preferred Technological Enterprise, and partly to other sources of income, the withholding rate will be a blended rate reflecting the relative portions of the two types of income. We cannot assure you that we will designate the profits that we may distribute in a way that will reduce shareholders' tax liability.

A non-Israeli resident who receives dividends from which tax was duly withheld is generally exempt from the obligation to file tax returns in Israel with respect to such income, provided that (i) such income was not generated from business conducted in Israel by the taxpayer; (ii) the taxpayer has no other taxable sources of income in Israel with respect to which a tax return is required to be filed and (iii) the taxpayer is not liable to surtax (as further explained below).

Surtax

Individuals who are subject to tax in Israel (whether or not Israeli residents) are subject to a surtax at a rate of 3% of annual taxable income in excess of NIS 721,560 (for the 2025 tax year, which amount is linked to the annual change in the Israeli consumer price index), including, but not limited to, dividends, interest and capital gain. According to the Economic Efficiency Law (Legislative Amendments to Achieve the Budget Targets for the 2025 Budget Year) (Freezing of Tax Updates and Surtax), 2024 (the "Economic Efficiency Law"), during the years 2025 to 2027, the aforementioned amount will not be adjusted in accordance with the Israeli consumer price index. In addition, under the Economic Efficiency Law, an individual whose taxable income from "Capital Sources" in the tax year exceeds the aforesaid amount shall be subject to an additional tax on the portion of their taxable income from Capital Sources that exceeds the aforesaid amount at a rate of 2%. For this purpose, Capital Source means any source of income (including, among other things, capital gain, dividend and interest) other than income from business, employment and personal exertion.

U.S. Federal Income Tax Considerations

The following summary describes the material U.S. federal income tax consequences to “U.S. Holders” (as defined below) arising from the acquisition, ownership and disposition of our ordinary shares. This summary is based on the Internal Revenue Code of 1986, as amended, or the “Code,” the final, temporary and proposed U.S. Treasury Regulations promulgated thereunder and administrative and judicial interpretations thereof, all as of the date hereof and all of which are subject to change (possibly with retroactive effect) or different interpretations. For purposes of this summary, a “U.S. Holder” will be deemed to refer only to any of the following beneficial owners of our ordinary shares:

- an individual who is either a U.S. citizen or a resident of the United States for U.S. federal income tax purposes;
- a corporation or other entity taxable as a corporation for U.S. federal income tax purposes created or organized in or under the laws of the United States or any political subdivision thereof;
- an estate the income of which is subject to U.S. federal income tax regardless of the source of its income; and
- a trust, if (a) a U.S. court is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust, or (b) the trust has a valid election in effect under applicable U.S. Treasury Regulations to be treated as a U.S. person.

This summary does not consider all aspects of U.S. federal income taxation that may be relevant to particular U.S. Holders by reason of their particular circumstances, and does not consider the potential application of the U.S. federal estate, gift or alternative minimum tax, or any aspect of state, local or non-U.S. federal tax laws or U.S. federal tax laws other than U.S. federal income tax laws. In addition, this summary is directed only to U.S. Holders that hold our ordinary shares as “capital assets” within the meaning of Section 1221 of the Code and does not address the considerations that may be applicable to particular classes of U.S. Holders, including U.S. expatriates, banks, financial institutions, regulated investment companies, real estate investment trusts, pension funds, insurance companies, broker-dealers or traders in securities, commodities or currencies, tax-exempt organizations, grantor trusts, partnerships (including entities classified as partnerships for U.S. federal income tax purposes) or other pass-through entities, persons that will hold our ordinary shares in partnerships or other pass-through entities, holders whose functional currency is not the dollar, holders who have elected mark-to-market accounting, holders who acquired our ordinary shares through the exercise of options or otherwise as compensation for the performance of services, holders who hold our ordinary shares as part of a “straddle,” “hedge” or “conversion transaction,” holders selling our ordinary shares short, holders deemed to have sold our ordinary shares in a “constructive sale,” holders required to accelerate the recognition of any item of gross income with respect to our ordinary shares as a result of such income being recognized on an applicable financial statement, holders that are resident or ordinarily resident in or have a permanent establishment in a jurisdiction outside the United States; and holders, directly, indirectly or through attribution, of 10% or more (by vote or value) of our outstanding ordinary shares. If a partnership (or any other entity treated as a partnership for U.S. federal income tax purposes) holds our ordinary shares, the U.S. federal income tax consequences relating to an investment in our ordinary shares will depend in part upon the status of the partner and the activities of the partnership. Such a partner or partnership should consult its tax advisor regarding the U.S. federal income tax consequences of acquiring, owning and disposing of our ordinary shares in its particular circumstances.

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Each U.S. Holder should consult with its own tax advisor as to the particular tax consequences to it of the acquisition, ownership and disposition of our ordinary shares, including the effects of applicable tax treaties, state, local, foreign or other tax laws and possible changes in the tax laws.

Distributions With Respect to Our Ordinary Shares

In the event we make a distribution with respect to our ordinary shares, subject to the discussion below under “Passive Foreign Investment Company Status,” for U.S. federal income tax purposes, the amount of the distribution will equal the dollar value of the gross amount of cash and/or the fair market value of any property distributed, including the amount of any Israeli taxes withheld on such distribution as described above under “Israeli Tax Considerations - Taxation of Non-Israeli Shareholders on Receipt of Dividends.” Other than distributions in liquidation or in redemption of our ordinary shares that are treated as exchanges, a distribution with respect to our ordinary shares to a U.S. Holder generally will be treated as a dividend to the extent of our current and accumulated earnings and profits, as determined for U.S. federal income tax purposes. The amount of any distribution that exceeds these earnings and profits will be treated first as a non-taxable return of capital, reducing the U.S. Holder’s tax basis in its ordinary shares (but not below zero), and then generally as capital gain from a deemed sale or exchange of such ordinary shares. However, because we do not account for our earnings and profits in accordance with U.S. federal income tax principles, U.S. Holders should expect all distributions to be reported to them as dividends. Corporate U.S. Holders generally will not be allowed a deduction under Section 243 of the Code for dividends received on our ordinary shares and thus will be subject to tax at the rate applicable to their taxable income.

Currently, a non-corporate U.S. Holder’s “qualified dividend income” generally is subject to tax at lower long-term capital gains rates. For this purpose, “qualified dividend income” generally includes dividends paid by a foreign corporation if, among other things, the non-corporate U.S. Holder meets certain minimum holding period requirements, is not under an obligation to make related payments with respect to positions in substantially similar or related property, and either (a) the stock of such corporation is readily tradable on an established securities market in the U.S., including the Nasdaq Global Select Market, or (b) such corporation is eligible for the benefits of a comprehensive income tax treaty with the United States that includes an information exchange program and is determined to be satisfactory by the U.S. Secretary of the Treasury. The U.S. Secretary of the Treasury has indicated that the income tax treaty between the United States and Israel is satisfactory for this purpose. Dividends paid by us will not be treated as qualified dividend income, however, if we are treated, for the tax year in which the dividends are paid or the preceding tax year, as a “passive foreign investment company” for U.S. federal income tax purposes. See the discussion below under the heading “Passive Foreign Investment Company Status.”

A non-corporate U.S. Holder may be subject to an additional tax based on its “net investment income,” (which generally is computed as gross income from interest, dividends, annuities, royalties and rents and gain from the sale of property (other than property held in the active conduct of a trade or business that does not regularly trade financial instruments or commodities), less the amount of deductions properly allocable to such income or gain. Such tax is equal to 3.8% of the lesser of an individual U.S. Holder’s (i) net investment income or (ii) the excess of such U.S. Holder’s “modified adjusted gross income” (adjusted gross income plus the amount of any foreign earned income excluded from income under Section 911(a)(1) of the Code, net of deductions and exclusions disallowed with respect to such foreign earned income) over a specified threshold amount (\$250,000 in the case of a joint return or surviving spouse, \$125,000 in the case of a married individual filing a separate return and \$200,000 in any other case). In the case of a U.S. Holder which is an estate or trust, the tax is equal to 3.8% of the lesser of (i) undistributed net investment income or (ii) the excess of adjusted gross income (as defined in Section 67(e) of the Code) over the dollar amount at which the highest tax bracket applicable to an estate or trust begins.

U.S. Holders are urged to consult their own tax advisors regarding the U.S. federal income tax consequences of their receipt of any distributions with respect to our ordinary shares.

A dividend paid by us in NIS will be included in the income of U.S. Holders at the dollar amount of the dividend, based on the “spot rate” of exchange in effect on the date of receipt or deemed receipt of the dividend, regardless of whether the payment is in fact converted into dollars. U.S. Holders will have a tax basis in the NIS for U.S. federal income tax purposes equal to that dollar value. Any gain or loss upon the subsequent conversion of the NIS into dollars or other disposition of the NIS will constitute foreign currency gain or loss taxable as ordinary income or loss and will be treated as U.S.-source income or loss for U.S. foreign tax credit purposes.

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Dividends received with respect to our ordinary shares will constitute “portfolio income” for purposes of the limitation on the deductibility of passive activity losses and, therefore, generally may not be offset by passive activity losses. Dividends received with respect to our ordinary shares also generally will be treated as “investment income” for purposes of the investment interest deduction limitation contained in Section 163(d) of the Code, and generally as foreign-source passive income for U.S. foreign tax credit purposes. Subject to certain limitations, U.S. Holders may elect to claim as a foreign tax credit against their U.S. federal income tax liability for any Israeli income tax withheld from distributions with respect to our ordinary shares which constitute dividends under U.S. income tax law. A U.S. Holder that does not elect to claim a foreign tax credit may instead claim a deduction for Israeli income tax withheld, but only if the U.S. Holder elects to do so with respect to all foreign income taxes in such year. If a refund of the tax withheld is available under the applicable laws of Israel or under the Israel-U.S. income tax treaty, the amount of tax withheld that is refundable will not be eligible for such credit against your U.S. federal income tax liability (and will not be eligible for the deduction against your U.S. federal taxable income). In addition, special rules may apply to the computation of foreign tax credits relating to “qualified dividend income,” as defined above. The calculation of foreign tax credits and, in the case of a U.S. Holder that elects to deduct foreign income taxes, the availability of deductions involves the application of complex rules that depend on a U.S. Holder’s particular circumstances. U.S. Holders are urged to consult their own tax advisors regarding the availability to them of foreign tax credits or deductions in respect of any Israeli tax withheld or paid with respect to any dividends which may be paid with respect to our ordinary shares, including limitations pursuant to the U.S.-Israel income tax treaty.

However, if we are a “United States-owned foreign corporation,” solely for foreign tax credit purposes, a portion of the dividends allocable to our U.S. source earnings and profits may be recharacterized as U.S. source. A “United States-owned foreign corporation” is any foreign corporation in which United States persons own, directly or indirectly, 50% or more (by vote or by value) of the stock. In general, United States-owned foreign corporations with less than 10% of earnings and profits attributable to sources within the United States are excepted from these rules. In such case, if 10% or more of our earnings and profits are attributable to sources within the United States, a portion of the dividends paid on our ordinary shares allocable to our U.S. source earnings and profits will be treated as U.S. source, and, as such, a U.S. Holder may not offset any foreign tax withheld as a credit against U.S. federal income tax imposed on that portion of dividends. The rules governing the treatment of foreign taxes imposed on a U.S. Holder and foreign tax credits are complex, and each U.S. Holder should consult their respective tax advisor about the impact of these rules in their particular situation.

Disposition of Our Ordinary Shares

Subject to the discussion below under “Passive Foreign Investment Company Status,” a U.S. Holder’s sale, exchange or other taxable disposition of our ordinary shares generally will result in the recognition by such U.S. Holder of capital gain or loss in an amount equal to the difference between the dollar value of the amount realized and the U.S. Holder’s tax basis in the ordinary shares disposed of (measured in dollars). This gain or loss will be long-term capital gain or loss if such ordinary shares have been held or are deemed to have been held for more than one year at the time of the disposition. Non-corporate U.S. Holders currently are subject to a maximum tax rate of 20% on long-term capital gains, also may be subject to the additional tax on “net investment income” described above in “Distributions With Respect to Our Ordinary Shares.” If the U.S. Holder’s holding period on the date of the taxable disposition is one year or less, such gain or loss will be a short-term capital gain or loss. Short-term capital gains generally are taxed at the same rates applicable to ordinary income. See “Israeli Tax Considerations - Capital Gains Taxes Applicable to Non-Israeli Resident Shareholders” for a discussion of taxation by Israel of capital gains realized on sales of our ordinary shares. Any capital loss realized upon the taxable disposition of our ordinary shares generally will be deductible only against capital gains and not against ordinary income, except that non-corporate U.S. Holders generally may deduct annually from ordinary income up to \$3,000 of net capital losses. In general, any capital gain or loss recognized by a U.S. Holder upon the taxable disposition of our ordinary shares will be treated as U.S.-source income or loss for U.S. foreign tax credit purposes, although the tax treaty between the United States and Israel may permit gain derived from the taxable disposition of ordinary shares by a U.S. Holder to be treated as foreign-source income for U.S. foreign tax credit purposes under certain circumstances.

A U.S. Holder’s tax basis in its ordinary shares generally will be equal to the dollar purchase price paid by such U.S. Holder to acquire such ordinary shares. The dollar cost of ordinary shares purchased with foreign currency generally will be equal to the dollar value of the purchase price on the date of purchase or, in the case of ordinary shares that are purchased by a cash basis U.S. Holder (or an accrual basis U.S. Holder that so elects), on the settlement date for the purchase. Such an election by an accrual basis U.S. Holder must be applied consistently from year to year and cannot be revoked without the consent of the U.S. Internal Revenue Service. The holding period of each ordinary share owned by a U.S. Holder will commence on the day following the date of the U.S. Holder’s purchase of such ordinary share and will include the day on which the ordinary share is sold by such U.S. Holder.

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In the case of a U.S. Holder who uses the cash basis method of accounting and who receives NIS in connection with a taxable disposition of ordinary shares, the amount realized will be based on the “spot rate” of exchange on the settlement date of such taxable disposition. If such U.S. Holder subsequently converts NIS into dollars at a conversion rate other than the spot rate in effect on the settlement date, such U.S. Holder may have a foreign currency exchange gain or loss treated as ordinary income or loss for U.S. federal income tax purposes. A U.S. Holder who uses the accrual method of accounting may elect the same treatment required of cash method taxpayers with respect to a taxable disposition of ordinary shares, provided that the election is applied consistently from year to year. Such election may not be changed without the consent of the U.S. Internal Revenue Service. If an accrual method U.S. Holder does not (or is not eligible to) elect to be treated as a cash method taxpayer (pursuant to U.S. Treasury Regulations applicable to foreign currency transactions), such U.S. Holder may be deemed to have realized an immediate foreign currency gain or loss for U.S. federal income tax purposes in the event of any difference between the dollar value of the NIS on the date of the taxable disposition and the settlement date. Any such currency gain or loss generally would be treated as U.S.-source ordinary income or loss and would be subject to tax in addition to any gain or loss recognized by such U.S. Holder on the taxable disposition of ordinary shares.

Passive Foreign Investment Company Status

Generally, a foreign corporation is treated as a passive foreign investment company, or PFIC, for U.S. federal income tax purposes for any tax year if, in such tax year, either (i) 75% or more of its gross income (including its pro rata share of the gross income of any company in which it is considered to own 25% or more of the shares by value) is passive in nature, or the Income Test, or (ii) the average percentage of its assets during such tax year (including its pro rata share of the assets of any company in which it is considered to own 25% or more of the shares by value) which produce, or are held for the production of, passive income (determined by averaging the percentage of the fair market value of its total assets which are passive assets as of the end of each quarter of such year) is 50% or more, or the Asset Test. Passive income for this purpose generally includes dividends, interest, rents, royalties and gains from securities and commodities transactions. Cash is treated as generating passive income.

There is no definitive method prescribed in the Code, U.S. Treasury Regulations or relevant administrative or judicial interpretations for determining the value of a publicly traded foreign corporation’s assets for purposes of the Asset Test. The legislative history of the U.S. Taxpayer Relief Act of 1997, or the 1997 Act, indicates that for purposes of the Asset Test, “the total value of a publicly traded foreign corporation’s assets generally will be treated as equal to the sum of the aggregate value of its outstanding stock plus its liabilities.” It is unclear whether other valuation methods could be employed to determine the value of a publicly traded foreign corporation’s assets for purposes of the Asset Test.

We must make a separate determination each taxable year as to whether we are a PFIC. As a result, our PFIC status may change from year to year. Based on the composition of our gross income and the composition and value of our gross assets for each taxable year from 2004 through 2020, we do not believe that we were a PFIC during any of such tax years. It is likely, however, that under the asset valuation method described in the legislative history of the 1997 Act, we would have been classified as a PFIC for each of 2001, 2002 and 2003 primarily because (a) a significant portion of our assets consisted of the remaining proceeds of our two public offerings of ordinary shares in 1999, and (b) the public market valuation of our ordinary shares during such years was relatively low. There can be no assurance that we will not be deemed a PFIC for the current tax year or any future tax year in which, for example, the value of our assets, as measured by the public market valuation of our ordinary shares, declines in relation to the value of our passive assets (generally, cash, cash equivalents and marketable securities). If we are treated as a PFIC with respect to a U.S. Holder for any tax year, the U.S. Holder will be deemed to own ordinary shares in any of our subsidiaries that are also PFICs.

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If we are treated as a PFIC for U.S. federal income tax purposes for any year during a U.S. Holder's holding period of our ordinary shares and the U.S. Holder does not make a QEF Election or a "mark-to-market" election (both as described below), the U.S. Holder would be subject to the following rules:

- (i) the U.S. Holder would be required to (a) report as ordinary income any "excess distributions" (as defined below) allocated to the current tax year and any period prior to the first day of the first tax year in which we were a PFIC, (b) pay tax on amounts allocated to each prior tax year in which we were a PFIC at the highest rate for individuals or corporations as appropriate in effect for such prior year, and (c) pay an interest charge on the tax due for prior tax years in which we were a PFIC at the rate applicable to deficiencies of U.S. federal income tax. "Excess distributions" with respect to any U.S. Holder are amounts received by such U.S. Holder with respect to our ordinary shares in any tax year that exceed 125% of the average distributions received by such U.S. Holder from us during the shorter of (i) the three previous years, or (ii) such U.S. Holder's holding period of our ordinary shares before the then-current tax year. Excess distributions must be allocated ratably to each day that a U.S. Holder has held our ordinary shares; and
- (ii) the entire amount of any gain realized by the U.S. Holder upon the sale or other disposition of our ordinary shares also would be treated as an "excess distribution" subject to tax as described above.

If we are a PFIC for any tax year in which a U.S. Holder holds our ordinary shares, we generally will continue to be treated as a PFIC as to such U.S. Holder for all subsequent years during the U.S. Holder's holding period unless we cease to be a PFIC and the U.S. Holder elects to recognize gain based on the unrealized appreciation in such U.S. Holder's ordinary shares through the close of the tax year in which we cease to be a PFIC. Thereafter, so long as we do not again become a PFIC, such U.S. Holder's ordinary shares for which an election was made will not be treated as shares in a PFIC.

A U.S. Holder who beneficially owns shares of a PFIC must file U.S. Internal Revenue Service Form 8621 (Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund) with the U.S. Internal Revenue Service annually.

For any tax year in which we are treated as a PFIC, a U.S. Holder may elect to treat its ordinary shares as an interest in a qualified electing fund, or a QEF Election, in which case the U.S. Holder would be required to include in income currently its proportionate share of our earnings and profits in years in which we are a PFIC regardless of whether distributions of our earnings and profits are actually made to the U.S. Holder. Any gain subsequently recognized by the U.S. Holder upon the sale or other disposition of its ordinary shares, however, generally would be taxed as capital gain.

A U.S. Holder may make a QEF Election with respect to a PFIC for any tax year. The election is effective for the tax year for which it is made and all subsequent tax years of the U.S. Holder. Procedures exist for both retroactive elections and the filing of protective statements. A QEF Election is made by completing U.S. Internal Revenue Service Form 8621 and attaching it to a timely filed (including extensions) U.S. federal income tax return for the first tax year to which the election will apply. A U.S. Holder must satisfy additional filing requirements each year the election remains in effect. Upon a U.S. Holder's request, we will provide to such U.S. Holder the information required to make a QEF Election and to make subsequent annual filings.

As an alternative to a QEF Election, a U.S. Holder generally may elect to mark its ordinary shares to market annually, recognizing ordinary income or loss (subject to certain limitations) equal to the difference, as of the close of each tax year, between the fair market value of its ordinary shares and the adjusted tax basis of such shares. A U.S. Holder will be allowed a deduction for the excess, if any, of the adjusted basis of its ordinary shares over their fair market value as of the close of the taxable year. However, deductions will be allowable only to the extent of any net mark-to-market gains on our ordinary shares included in the U.S. Holder's income for prior taxable years. Amounts included in a U.S. Holder's income under a mark-to-market election, as well as gain on the actual sale or other disposition of ordinary shares, will be treated as ordinary income. Ordinary loss treatment will also apply to the deductible portion of any mark-to-market loss on ordinary shares, as well as to any loss realized on the actual sale or disposition of ordinary shares, to the extent the amount of such loss does not exceed the net mark-to-market gains for such ordinary shares previously included in income. A U.S. Holder's basis in our ordinary shares will be adjusted to reflect any such income or loss amounts. If a U.S. Holder makes a mark-to-market election, any distributions we make would generally be subject to the rules discussed above under "-Distributions With Respect to Our Ordinary Shares," except the lower rates applicable to qualified dividend income would not apply. Once made, a mark-to-market election generally continues unless revoked with the consent of the U.S. Internal Revenue Service.

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The mark-to-market election is available only for “marketable stock,” which is stock that is regularly traded on a qualified exchange or other market, as defined in applicable U.S. Treasury regulations. Our ordinary shares are traded on Nasdaq and TASE. Because a mark-to-market election cannot be made for equity interests in any lower-tier PFICs we own, a U.S. Holder generally will continue to be subject to the PFIC rules with respect to its indirect interest in any investments held by us that are treated as an equity interest in a PFIC for U.S. federal income tax purposes. Nasdaq is a qualified exchange, and we believe TASE should be treated as a qualified exchange but there can be no assurance that the trading in our ordinary shares will be sufficiently regular to qualify our ordinary shares as marketable stock. U.S. Holders should consult their own tax advisor as to the availability and desirability of a mark-to-market election, as well as the impact of such election on interests in any lower-tier PFICs.

Each U.S. person that is an investor of a PFIC is generally required to file an annual information return on IRS Form 8621 containing such information as the U.S. Treasury Department may require. The failure to file IRS Form 8621 could result in the imposition of penalties and the extension of the statute of limitations with respect to U.S. federal income tax.

Due to the complexity of the PFIC rules and the uncertainty of their application in many circumstances, U.S. Holders should consult their own tax advisors with respect to the U.S. federal income tax risks related to owning and disposing of our ordinary shares, the consequence of our status as a PFIC and, if we are treated as a PFIC, compliance with the applicable reporting requirements and the eligibility, manner and advisability of making a QEF Election or a mark-to-market election.

Information Reporting and Backup Withholding

Payments in respect of our ordinary shares that are made in the United States or by certain U.S.-related financial intermediaries may be subject to information reporting requirements and U.S. backup withholding tax, currently at a rate of 24%. The information reporting requirements will not apply, however, to payments to certain exempt U.S. Holders, including corporations and tax-exempt organizations. In addition, backup withholding will not apply to a U.S. Holder that furnishes a correct taxpayer identification number on U.S. Internal Revenue Service Form W-9 (or substitute form) or establishes an exemption. The backup withholding tax is not an additional tax. Amounts withheld under the backup withholding tax rules may be credited against a U.S. Holder’s U.S. federal income tax liability, and a U.S. Holder may obtain a refund of any excess amounts withheld under the backup withholding tax rules by timely filing the appropriate claim for refund with the U.S. Internal Revenue Service. U.S. Holders should consult their own tax advisors regarding their qualification for an exemption from the backup withholding tax and the procedures for obtaining such an exemption, if applicable.

Foreign Asset Reporting

A U.S. Holder with interests in “specified foreign financial assets” (including, among other assets, our ordinary shares, unless such ordinary shares are held on such U.S. Holder’s behalf through a financial institution) may be required to file an information report with the U.S. Internal Revenue Service if the aggregate value of all such assets exceeds \$50,000 on the last day of the taxable year or \$75,000 at any time during the taxable year (or such higher dollar amount as may be prescribed by applicable U.S. Internal Revenue Service guidance). Regulations extend this reporting requirement to certain entities that are treated as formed or availed of to hold direct or indirect interests in specified foreign financial assets based on certain objective criteria. A U.S. Holder that fails to report the required information could be subject to substantial penalties. Each U.S. Holders should consult with its own tax advisor regarding its obligation to file such information reports in light of its own particular circumstances.

The foregoing discussion of certain U.S. federal income tax considerations is a general summary only and should not be considered as income tax advice or relied upon for tax planning purposes. Accordingly, each U.S. Holder should consult with its own tax advisor regarding U.S. federal, state, local and non-U.S. income and other tax consequences of the acquisition, ownership and disposition of our ordinary shares.

F. DIVIDENDS AND PAYING AGENTS

Not applicable.

G. STATEMENT BY EXPERTS

Not applicable.

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H. DOCUMENTS ON DISPLAY

Our website is <http://www.audiocodes.com>. We are subject to the informational requirements of the Exchange Act applicable to foreign private issuers and fulfill the obligations with respect to such requirements by filing reports with the SEC. We make available, free of charge, on our website (under the heading “*Investor Relations*”) our Annual Reports on Form 20-F, Reports on Form 6-K and amendments to those reports as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. No information contained on our website is intended to be included as part of, or incorporated by reference into, this Annual Report. The SEC maintains an Internet site that contains reports, proxy statements and other information regarding issuers that file electronically with the SEC. The address of the SEC’s website is <http://www.sec.gov>.

I. SUBSIDIARY INFORMATION

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to financial market risk associated with changes in foreign currency exchange rates. To mitigate these risks, we use derivative financial instruments. The majority of our revenues and expenses are generated in dollars. A portion of our expenses, however, is denominated in NIS. In order to protect ourselves against the volatility of future cash flows caused by changes in foreign exchange rates, we use currency forward contracts and currency options. We usually hedge the part of our forecasted expenses denominated in NIS. If our currency forward contracts and currency options meet the definition of a hedge, and are so designated, changes in the fair value of the contracts will be offset against changes in the fair value of the hedged assets or liabilities through earnings. For derivative instruments not designated as hedging instruments, the gain or loss is recognized in current earnings during the period of change. Our hedging program reduces, but does not eliminate, the impact of foreign currency rate movements and due to the general economic slowdown along with the devaluation of the dollar, our results of operations may be adversely affected. Without taking into account the mitigating effect of our hedging activity, a 10% decrease in the dollar exchange rates in effect for the year ending December 31, 2024 would cause a decrease in net income of approximately \$8.1 million.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

Not applicable.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

Our original Articles of Association and Memorandum of Association were adopted prior to the enactment of the Companies Law and were only amended on limited occasions since adoption. In light of changes in the business and legal environment that occurred since such time, in August 2020, our Board of Directors approved, and in September 2020 our shareholders approved, our Amended and Restated Articles of Association and Amended and Restated Memorandum of Association, which amended and restated our prior Articles of Association and Memorandum of Association in their entirety. The description of those amendments, set forth in our proxy statement filed as [Exhibit 99.1 to our Form 6-K filed with the SEC on August 13, 2020](#), is incorporated herein by reference, and the Amended and Restated Articles of Association and Amended and Restated Memorandum of Association are incorporated by reference as Exhibits 1.1 and 1.2 to this Annual Report.

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In September 2024, our shareholders approved further amendments to our Amended and Restated Articles of Association, which increased our authorized share capital by NIS 1,000,000 such that our authorized share capital now consist of NIS 2,025,000, divided into 200,000,000 ordinary shares and 2,500,000 preferred shares. This increase is designed to maintain our current flexibility to conduct future issuances of our Ordinary Shares, in the ordinary course from time to time to fund our operations and to perform equity-based acquisitions or licensing transactions. The description of the amendment, set forth in our proxy statement filed as [Exhibit 99.1 to our Form 6-K filed with the SEC on August 13, 2024](#), is incorporated herein by reference, and the Amended and Restated Articles of Association, as amended by the foregoing, is incorporated by reference as Exhibit 1.1 and 1.2 to this Annual Report.

ITEM 15. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, with the participation of our President and Chief Executive Officer and our Vice President Finance and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in 13a-15(e) under the Exchange Act) as of December 31, 2024. Based on this evaluation, our President and Chief Executive Officer and Vice President Finance and Chief Financial Officer have concluded that, as of such date, our disclosure controls and procedures were (i) designed to ensure that material information relating to us, including our consolidated subsidiaries, is made known to our management, including our President and Chief Executive Officer and Vice President Finance and Chief Financial Officer, by others within those entities, as appropriate to allow timely decisions regarding required disclosure, particularly during the period in which this report was being prepared and (ii) effective, in that they provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

Management's Annual Report on Internal Control Over Financial Reporting

Our management, under the supervision of our President and Chief Executive Officer and our Vice President Finance and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over our financial reporting, as defined in Rules 13a-15(f) of the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance to our management and board of directors regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes policies and procedures that:

- pertain to the maintenance of our records that in reasonable detail accurately and fairly reflect our transactions and asset dispositions;
- provide reasonable assurance that our transactions are recorded as necessary to permit the preparation of our financial statements in accordance with generally accepted accounting principles;
- provide reasonable assurance that our receipts and expenditures are made only in accordance with authorizations of our management and board of directors (as appropriate); and
- provide reasonable assurance regarding the prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our principal executive officer and our principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2024 based on the framework for Internal Control - Integrated Framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (COSO). Based on our assessment under that framework and the criteria established therein, our management concluded that the company's internal control over financial reporting were effective as of December 31, 2024.

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Attestation Report of the Registered Public Accounting Firm

This Annual Report includes an attestation report of our registered public accounting firm regarding internal control over financial reporting on page F-4 of our audited consolidated financial statements set forth in Item 18, “Financial Statements,” and is incorporated herein by reference.

Changes in Internal Control over Financial Reporting

There were no changes in our internal controls over financial reporting identified with the evaluation thereof that occurred during the period covered by this Annual Report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16. [RESERVED]

ITEM 16.A. AUDIT COMMITTEE FINANCIAL EXPERT

Our Board of Directors has determined that Joseph Tenne is an “audit committee financial expert” (as defined in Item 16.A of Form 20-F) and is “independent” (as defined in the applicable regulations).

ITEM 16.B. CODE OF ETHICS

We have adopted a Code of Conduct and Business Ethics, which was updated in 2019, that applies to our President and Chief Executive Officer, Vice President Finance and Chief Financial Officer and other senior financial officers. This Code has been posted on our website, www.audiocodes.com.

ITEM 16.C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Kost Forer Gabbay & Kasierer, a member of EY Global, has served as our independent public accountants for each of the years in the three-year period ended December 31, 2024. The following table presents the aggregate fees for professional audit services and other services rendered by Kost Forer Gabbay & Kasierer in 2024 and 2023.

	Year Ended December 31, (Amounts in thousands)	
	2024	2023
Audit Fees	\$ 709	\$ 488
Tax Fees	103	68
Total	<u>\$ 812</u>	<u>\$ 556</u>

Audit Fees consist of fees billed for the annual audit of the company’s consolidated financial statements and the statutory financial statements of the company. They also include fees billed for other audit services, which are those services that only the external auditor reasonably can provide, and include services rendered for the integrated audit over internal controls as required under Section 404 of the Sarbanes-Oxley Act applicable in 2024 and 2023, the provision of consents and the review of documents filed with the SEC.

Tax Fees include fees billed for tax compliance services, including the preparation of tax returns and claims for refund; tax consultations, such as assistance and representation in connection with tax audits and appeals, transfer pricing, and requests for rulings or technical advice from taxing authorities; tax planning services; and expatriate tax compliance, consultation and planning services.

Audit Committee Pre-approval Policies and Procedures

The audit committee of AudioCodes’ Board of Directors is responsible, among other matters, for the oversight of the external auditor subject to the requirements of Israeli law. The audit committee has adopted a policy regarding pre-approval of audit and permissible non-audit services provided by our independent auditors, or the Policy.

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Under the Policy, proposed services either (i) may be pre-approved by the audit committee without consideration of specific case-by-case services as general pre-approval or (ii) require the specific pre-approval of the audit committee as specific pre-approval. The audit committee may delegate either type of pre-approval authority to one or more of its members. The appendices to the Policy set out the audit, audit-related, tax and other services that have received the general pre-approval of the audit committee, including those described in the footnotes to the table, above; these services are subject to annual review by the audit committee. All other audit, audit-related, tax and other services must receive a specific pre-approval from the audit committee.

The audit committee pre-approves fee levels annually for the audit services. Non-audit services are pre-approved as required. The financial expert of the audit committee may approve non-audit services of up to \$25,000 and then request the audit committee to ratify his decision.

During 2024 and 2023, no services provided to AudioCodes by Kost Forer Gabbay & Kasierer were approved by the audit committee pursuant to the *de minimis* exception to the pre-approval requirement provided by paragraph (c)(7)(i)(C) of Rule 201 of Regulation S-X. We approve all such compensation by the audit committee.

ITEM 16.D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16.E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

In 2024, we repurchased an aggregate of 1,385,632 of our ordinary shares for an aggregate consideration of approximately \$14.3 million, as set forth below:

Period	(a) Total Number of Ordinary Shares Purchased (1)	(b) Average Price Paid per Ordinary Share (\$) (2)	(c) Total Number of Ordinary Shares Purchased as Part of Publicly Announced Program	(d) Approximate dollar Value of Shares That May Yet be Purchased under the Program (\$)
January 1 - January 31, 2024	256,238	11.84	256,238	16,202,858
February 1 - February 28, 2024	38,125	11.63	38,125	15,758,437
March 1 - March 31, 2024(3)	7,574	12.89	7,574	10,207,556
April 1 - April 30, 2024	-	-	-	10,207,556
May 1 - May 31, 2024	-	-	-	10,207,556
June 1 - June 30, 2024	116,453	10.01	116,453	9,038,045
July 1 - July 31, 2024	119,986	10.88	119,986	19,880,014
August 1 - August 31, 2024(4)	189,465	10.71	189,465	12,401,866
September 1 - September 30, 2024	23,258	10.35	23,258	12,160,405
October 1 - October 31, 2024	234,533	9.54	234,533	9,916,095
November 1 - November 30, 2024	122,031	9.14	122,031	8,797,580
December 1 - December 31, 2024	277,969	9.41	277,969	19,041,940
Total in 2024	1,385,632	10.31	1,385,632	19,041,940

- (1) In each of July 2024 and December 2024, we received court approvals in Israel to repurchase up to \$20.0 million of our ordinary shares. Each of the foregoing approvals received in 2024 allowed us to use the approved amounts for share repurchases or cash dividends. The Israeli court generally limits its approval to six months from the date of application. Consequently, although the program does not have a set end date, it requires renewal each six months by submitting new court application based on the then prevailing facts. No shares were repurchased during the year ended December 31, 2024, other than through the repurchase program.
- (2) Excluding commissions.
- (3) In March 2024, we paid a cash dividend in the aggregate amount of \$5.5 million.

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(4) In August 2024, we paid a cash dividend in the aggregate amount of \$5.4 million.

ITEM 16.F. CHANGE IN REGISTRANT'S CERTIFIED ACCOUNTANT

Not applicable.

ITEM 16.G. CORPORATE GOVERNANCE

As a foreign private issuer whose shares are listed on the Nasdaq Global Select Market, we are permitted to follow certain home country corporate governance practices instead of certain requirements of the Nasdaq Marketplace Rules.

We do not comply with the Nasdaq requirement that we obtain shareholder approval for certain dilutive events, such as for the establishment or amendment of certain share-based compensation plans (including amendments to increase the number of shares available for grant under our existing equity incentive plan). Instead, we follow Israeli law and practice which permits the establishment or amendment of certain share-based compensation plans approved by our board of directors without the need for a shareholder vote, unless such arrangements are for the compensation of directors and the chief executive officer, in which case they also require compensation committee and shareholder approval.

We may elect in the future to follow Israeli practice with regard to, among other things, director nomination, composition of the board of directors and quorum at shareholders' meetings. In addition, we may follow Israeli law, instead of the Nasdaq Marketplace Rules, which require that we obtain shareholder approval for an issuance that will result in a change of control of the company, certain transactions other than a public offering involving issuances of a 20% or more interest in the company and certain acquisitions of the stock or assets of another company.

A foreign private issuer that elects to follow a home country practice instead of Nasdaq requirements must submit to Nasdaq in advance a written statement from an independent counsel in its home country certifying that its practices are not prohibited by the home country's laws. In addition, a foreign private issuer must disclose in its annual reports filed with the SEC or on its website each such requirement that it does not follow and describe the home country practice followed by the issuer instead of any such requirement. Accordingly, our shareholders may not be afforded the same protection as provided under Nasdaq's corporate governance rules.

For a discussion of the requirements of Israeli law with respect to these matters, see Item 6.C, "Directors, Senior Management and Employees- Board Practices," and Item 10.B, "Additional Information-Memorandum and Articles of Association."

ITEM 16.H. MINE SAFETY DISCLOSURE

Not applicable.

ITEM 16.I. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

ITEM 16.J. INSIDER TRADING POLICIES

We have adopted an insider trading policy which applies to all of the Company's directors, officers and employees as well as certain related parties, and sets forth procedures governing the purchase, sale and other disposition of our securities by such parties. Our insider trading policy is reasonably designed to promote compliance with applicable insider trading laws, rules and regulations, and any listing standards applicable to the Company. A copy of our insider trading policy has been filed as Exhibit 11.1 to this Annual Report.

ITEM 16.K. CYBERSECURITY

Risk management and strategy

We have a cybersecurity program for assessing, identifying, and managing material risks from cybersecurity threats, and we monitor the prevention, detection, mitigation and remediation of cybersecurity incidents, as applicable. We believe our cybersecurity program is reasonably designed to materially protect the security of our data and the data in our possession. Our policies and procedures address security governance, security awareness and training, access management, vulnerability management, penetration testing, security monitoring and incident response. In addition, our employees regularly undergo continuing cybersecurity training, and employees in higher-risk functions receive additional training and cybersecurity awareness education. Audits, cybersecurity simulations and employee testing results indicate that our program is effective in protecting our information. We also engage regularly with third parties to evaluate the strength of our program through penetration testing, vulnerability testing and mock phishing campaigns to identify and mitigate risks. We have policies and processes to govern third-party access and reduce the risks associated with such access. In general, we seek to address cybersecurity risks through a comprehensive, cross-functional approach that is focused on preserving the confidentiality, security and availability of the information that we collect and store by identifying, preventing and mitigating cybersecurity threats and effectively responding to cybersecurity incidents when they occur.

AudioCodes' risk management and strategy is based on the following principles:

- Risk management is a continuous, cyclical process that involves six steps: (1) establishing context; (2) identifying and describing risks; (3) quantifying and assessing risks; (4) taking action to control risks; (5) monitoring and reviewing risks; (6), and communicating and consulting about risks.
- Risk management is a key organizational responsibility that aims to identify and control all risks that might have an impact on the organization's objectives, its employees, and the people it interacts with.
- Risk management is a good management practice and central to the effective running of the organization. AudioCodes will seek to ensure that any decisions made on behalf of the organization are taken with due consideration of the effective management of risks.
- Risk management is supported by an annual external audit and review of governance, risk management, and internal controls, as well as regular internal audits and reports.
- AudioCodes shall seek to implement the information security controls as detailed in its work plan and risk assessment table.
- AudioCodes has assigned clear roles and responsibilities for risk management to its senior management, the CISO, its employees and its contractors.

Our systems face cybersecurity risks, and although such risks have not to date materially affected, and we do not believe they are reasonably likely to materially affect, us, our business strategy, results of operations or financial condition, we may, from time to time, experience threats to and security incidents related to our data and systems. We can provide no assurance that we will not experience any material cybersecurity threats or incidents in the future. *See* Item 3.D, "Key Information - Risk Factors - A data security or privacy breach could adversely affect our business and services."

Corporate governance

Under the ultimate direction of our Chief Information Officer, or the CIO, our CIO has primary responsibility for day-to-day management of our cybersecurity risk management program, including leading a dedicated team of technology professionals to monitor cybersecurity risks on behalf of AudioCodes. Our IT department, led by our CIO, is responsible for assessing potential vulnerabilities and exposures to cybersecurity threats, implementing controls and measures designed to mitigate these risks, and regularly monitoring and updating these measures as appropriate to adapt to evolving cybersecurity threats. Our current CIO possesses approximately 10 years of experience with information technology and cybersecurity risk management.

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As part of our board of directors' enterprise risk management process, our board of directors has responsibility for oversight of cybersecurity risk management. Our board of directors has delegated to the audit committee of our board of directors' oversight of our cybersecurity risk management program, which, pursuant to the audit committee charter, includes reviewing our cybersecurity and other information technology risks, controls and procedures, including our plans to mitigate cybersecurity risks and to respond to data breaches. Our internal auditor provides periodic reports to the audit committee covering cybersecurity and other information technology risks affecting us. In the event of a cybersecurity incident, we have implemented a process in which our CIO would report such incident to our board of directors if the incident were determined to present critical risk to us.

AudioCodes' senior management has the ultimate responsibility for the implementation of its risk management policy and risk management process on a day-to-day basis. Senior management is accountable for ensuring that the risk management policy is established, implemented, maintained and reviewed in accordance with the ISO 27001 standard and the organizational objectives. Senior management is also responsible for providing the necessary resources, support and guidance for the effective execution of the risk management process. In particular, AudioCodes' senior management demonstrates leadership and commitment to the risk management policy and the risk management process by:

- Establishing and communicating the risk appetite and the risk criteria for the organization;
- Approving the risk management policy and ensuring its alignment with the information security policy and the Information Security Management System, or ISMS, manual;
- Ensuring that the roles and responsibilities for the risk management process are clearly defined and assigned;
- Ensuring that the risk management process is integrated into the organizational processes and the ISMS manual;
- Ensuring that the risk management process is monitored and reviewed regularly and that the results are reported and acted upon;
- Ensuring that the risk management process is subject to internal and external audits and that the audit findings are addressed and resolved; and
- Security and privacy committee meets quarterly and discusses on open issues regarding cyber security and cyber risks.

PART III

ITEM 17. FINANCIAL STATEMENTS

Not applicable.

ITEM 18. FINANCIAL STATEMENTS

Reference is made to pages F-1 to F-41 of the financial statements attached hereto.

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ITEM 19. EXHIBITS

The following exhibits are filed as part of this Annual Report:

Exhibit No.	Document	Incorporated by Reference		
		Form	File No.	Date Filed
1.1*	Amended and Restated Memorandum of Association of Registrant.			
1.2	Amended and Restated Articles of Association of Registrant.	6-K	000-30070	9/15/2020
2.1*	Description of Securities.			
4.1	License Agreement between AudioCodes Ltd. and DSP Group, Inc., dated as of May 6, 1999.	F-1	333-10352	5/22/1999
4.2	Employment Agreement between AudioCodes Ltd. and Shabtai Adlersberg.	6-K	000-30070	11/12/2009
4.3	Amendment No. 1 to Employment Agreement between AudioCodes Ltd. and Shabtai Adlersberg.	6-K	000-30070	8/8/2013
4.4	Amendment No. 2 to Employment Agreement between AudioCodes Ltd. and Shabtai Adlersberg.	6-K	000-30070	8/8/2017
4.5	Amendment No. 3 to Employment Agreement between AudioCodes Ltd. and Shabtai Adlersberg.	6-K	000-30070	8/14/2019
4.6†	English Summary of Terms of Employment of Lior Aldema, as of March 2019.	20-F (2019)	000-30070	3/19/2019
4.9	AudioCodes Ltd. 2008 Equity Incentive Plan.	20-F (2008)	000-30070	6/30/2009
4.10	Amendment to AudioCodes Ltd. 2008 Equity Incentive Plan.	S-8	333-170676	11/18/2010
4.11	Amendment No. 2 to AudioCodes Ltd. 2008 Equity Incentive Plan.	S-8	333-190437	8/7/2013
4.12	Amendment No. 3 to AudioCodes Ltd. 2008 Equity Incentive Plan.	S-8	333-210438	3/29/2016
4.13	Amendment No. 4 to AudioCodes Ltd. 2008 Equity Incentive Plan.	S-8	333-230388	3/19/2019
4.14	Form of Insurance, Indemnification and Exculpation Agreement between the Registrant and each of its directors and executive officers.	6-K	000-30070	11/10/2011

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4.18	Amendment No. 5 to AudioCodes Ltd. 2008 Equity Incentive Plan.	S-8	333-264535	4/28/2022
4.19	Lease Agreement, dated May 13, 2022, by and between Kingsbridge 2005 LLC and AudioCodes Ltd.	20-F (2022)	000-30070	4/24/2023
4.20†	English Summary of Building and Tenancy Lease Agreement, dated November 16, 2022, by and between Naimi Towers Ltd. and AudioCodes Ltd.	20-F (2022)	000-30070	4/24/2023
4.21†	English Summary Translation of Building and Tenancy Lease Agreement, dated June 14, 2023, by and between MAY A.B. NADLAN LTD, Migdal Group Insurance & Finance Migdal Makefet Pension Funds and Provident Funds Ltd, PEL-HAMAGEN HOUSE LTD (sides 2-4: "Migdal"), and AudioCodes Ltd.	20-F (2023)	000-30070	3/27/2024
8.1*	Subsidiaries of the Registrant.			
11.1*	Insider Trading Policies for AudioCodes Ltd.			
12.1*	Certification of Shabtai Adlersberg, President and Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.			
12.2*	Certification of Niran Baruch, Vice President Finance and Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.			
13.1*	Certification by President and Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.			
13.2*	Certification by Vice President Finance and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.			
15.1*	Consent of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global.			
97.1	Clawback Policy	20-F (2023)	000-30070	3/27/2024
101.1*	Interactive Data Files (XBRL-Related Documents).			

† English summary of Hebrew original.

* Filed herewith.

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SIGNATURES

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

AUDICODES LTD.

By: /s/ SHABTAI ADLERSBERG

Shabtai Adlersberg

President and Chief Executive Officer

Date: March 26, 2025

AUDIOCODES LTD.

CONSOLIDATED FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2024

IN U.S. DOLLARS

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
To the Shareholders and Board of Directors of
AUDIOCODES LTD.**

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of AudioCodes Ltd. (the Company) as of December 31, 2024 and 2023, the related consolidated statements of operations, comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2024, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated March 26, 2025, expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.



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Description of the Matter

Revenue Recognition

As described in Note 2 to the consolidated financial statements, the Company generates revenues mainly from sales of products and services. The Company's contracts with customers often contain multiple goods and services that are accounted for separately if they are distinct performance obligations. In such contracts, the transaction price is then allocated to the distinct performance obligations on a relative standalone selling price basis and revenue is recognized when control of the distinct performance obligation is transferred.

Auditing the Company's revenue recognition involved a high degree of auditor judgment due to the effort to evaluate (a) the identification and determination of whether products and services are considered distinct performance obligations that should be accounted for separately such as software licenses and related services, and (b) the determination of standalone selling prices for each distinct performance obligation that is not sold separately.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of internal controls related to the identification of distinct performance obligations, and the determination of stand-alone selling prices for each distinct performance obligation.

Our audit procedures also included, among others, selecting a sample of contracts with customers and reading contract source documents for each selection, including the executed contracts and purchase orders. We tested management's identification of significant terms for completeness, including the identification and determination of distinct performance obligations. We also evaluated the methodology and reasonableness of management's assumptions used for the estimate of stand-alone selling prices on a sample basis for products and services that are not sold separately. Finally, we assessed the appropriateness of the related disclosures in the consolidated financial statements.

/s/ KOST FORER GABBAY & KASIERER
a Member of EY Global

We have served as the Company's auditor since 1997.
Tel-Aviv, Israel
March 26, 2025



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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
To the Shareholders and Board of Directors of
AUDIOCODES LTD.**

Opinion on Internal Control Over Financial Reporting

We have audited AudioCodes Ltd. internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, AudioCodes Ltd. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2024 and 2023, the related consolidated statements of operations, comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2024, and the related notes and our report dated March 26, 2025 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KOST FORER GABBAY & KASIERER
a Member of EY Global

Tel-Aviv, Israel
March 26, 2025

CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands

	December 31,	
	2024	2023
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 58,749	\$ 30,546
Short-term bank deposits	210	212
Short-term marketable securities	3,426	7,438
Trade receivables	56,016	51,125
Other receivables and prepaid expenses	13,012	9,381
Inventories	31,463	43,959
Total current assets	162,876	142,661
LONG-TERM ASSETS:		
Long-term trade receivables	15,753	16,798
Long-term marketable securities	28,518	65,732
Long-term financial investments	3,008	2,730
Deferred tax assets	9,838	6,208
Operating lease right-of-use assets	32,534	36,712
Severance pay funds	18,004	17,202
Total long-term assets	107,655	145,382
PROPERTY AND EQUIPMENT, NET	27,321	10,893
INTANGIBLE ASSETS, NET	489	1,021
GOODWILL	37,560	37,560
Total assets	\$ 335,901	\$ 337,517

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED BALANCE SHEETS (Cont.)

U.S. dollars in thousands, except share and per share data

	December 31,	
	2024	2023
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Trade payables	7,543	7,556
Other payables and accrued expenses	25,823	29,943
Deferred revenues	38,438	38,820
Short-term operating lease liabilities	5,954	7,878
Total current liabilities	77,758	84,197
LONG-TERM LIABILITIES:		
Accrued severance pay	\$ 16,387	16,662
Deferred revenues and other liabilities	19,434	17,142
Long-term operating lease liabilities	30,508	31,404
Total long-term liabilities	66,329	65,208
COMMITMENTS AND CONTINGENT LIABILITIES (Note 10)		
Total liabilities	144,087	149,405
SHAREHOLDERS' EQUITY:		
Share capital:		
Ordinary shares of NIS 0.01 par value - Authorized: 200,000,000 and 100,000,000 shares as of December 31, 2024 and 2023, respectively; Issued: 65,170,217 and 64,611,583 shares as of December 31, 2024 and 2023, respectively; Outstanding: 29,679,755 and 30,506,753 shares as of December 31, 2024 and 2023, respectively		
	112	110
Additional paid-in capital	415,716	407,122
Treasury stock at cost - 35,490,462 and 34,104,830 shares as of December 31, 2024 and 2023, respectively	(250,331)	(236,003)
Accumulated other comprehensive income (loss)	1,114	(3,905)
Retained earnings	25,203	20,788
Total shareholders' equity	191,814	188,112
Total liabilities and shareholders' equity	\$ 335,901	\$ 337,517

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF OPERATIONS

U.S. dollars in thousands, except share and per share data

	Year Ended December 31,		
	2024	2023	2022
Revenues:			
Products	\$ 111,966	\$ 123,991	\$ 164,302
Services	130,210	120,392	110,791
Total revenues	242,176	244,383	275,093
Cost of revenues:			
Products	44,448	47,964	63,686
Services	39,567	38,070	32,629
Total cost of revenues	84,015	86,034	96,315
Gross profit	158,161	158,349	178,778
Operating expenses:			
Research and development, net	52,125	57,169	59,842
Selling and marketing	71,167	70,243	70,123
General and administrative	17,678	16,513	17,494
Total operating expenses	140,970	143,925	147,459
Operating income	17,191	14,424	31,319
Financial income (expenses), net	(2,095)	(52)	2,864
Income before taxes on income	15,096	14,372	34,183
Taxes on income (tax benefits)	(215)	5,592	5,717
Net income	\$ 15,311	\$ 8,780	\$ 28,466
Earnings per share:			
Basic	\$ 0.51	\$ 0.28	\$ 0.89
Diluted	\$ 0.50	\$ 0.28	\$ 0.88
Weighted average number of shares used in computations of earnings per share:			
Basic	30,200,210	31,400,900	31,849,422
Diluted	30,636,088	31,578,713	32,500,141

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

U.S. dollars in thousands

	Year Ended December 31,		
	2024	2023	2022
Net income	\$ 15,311	\$ 8,780	\$ 28,466
Other comprehensive income (loss) related to:			
Change in unrealized gains (losses) on marketable securities available-for-sale, net of tax:			
Gain (loss) on marketable securities recognized in other comprehensive income	1,798	2,859	(5,434)
Loss on marketable securities reclassified to net income	882	(213)	-
Other comprehensive income (loss) related to unrealized gains (losses) on marketable securities available-for-sale	2,680	2,646	(5,434)
Change in unrealized gains (losses) on cash flow hedges, net of tax:			
Gain (loss) on derivative instruments recognized in other comprehensive income,	(306)	(2,165)	(8,979)
Gain (loss) on derivative instruments reclassified to net income	2,645	6,567	3,683
Other comprehensive income (loss), related to unrealized gains (losses) on cash flow hedges, net of tax	2,339	4,402	(5,296)
Other comprehensive income (loss), net of tax of \$(1,061), \$(1,303) and \$2,205 for 2024, 2023 and 2022, respectively	5,019	7,048	(10,730)
Total comprehensive income	\$ 20,330	\$ 15,828	\$ 17,736

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

U.S. dollars in thousands, except share and per share data

	Share capital	Additional paid-in capital	Treasury stock	Accumulated other comprehensive income (loss)	Retained earnings (accumulated deficit)	Total equity
Balance as of January 1, 2022	107	\$ 378,766	\$(179,645)	\$ (223)	\$ 6,493	\$205,498
Purchase of treasury stock	-	-	(38,099)	-	-	(38,099)
Issuance of shares upon exercise of options and vesting of RSUs	2	1,053	-	-	-	1,055
Share-based compensation related to options and RSUs granted to employees and non-employees	-	15,122	-	-	-	15,122
Cash dividends paid	-	-	-	-	(11,552)	(11,552)
Net income	-	-	-	-	28,466	28,466
Other comprehensive loss	-	-	-	(10,730)	-	(10,730)
Balance as of December 31, 2022	109	394,941	(217,744)	(10,953)	23,407	189,760
Purchase of treasury stock	-	-	(18,259)	-	-	(18,259)
Issuance of shares upon exercise of options and vesting of RSUs	1	801	-	-	-	802
Share-based compensation related to options and RSUs granted to employees and non-employees	-	11,380	-	-	-	11,380
Cash dividends paid	-	-	-	-	(11,399)	(11,399)
Net income	-	-	-	-	8,780	8,780
Other comprehensive income	-	-	-	7,048	-	7,048
Balance as of December 31, 2023	110	407,122	(236,003)	(3,905)	20,788	188,112
Purchase of treasury stock	-	-	(14,328)	-	-	(14,328)
Issuance of shares upon exercise of options and vesting of RSUs	2	366	-	-	-	368
Share-based compensation related to options and RSUs granted to employees and non-employees	-	8,228	-	-	-	8,228
Cash dividends paid	-	-	-	-	(10,896)	(10,896)
Net income	-	-	-	-	15,311	15,311
Other comprehensive income	-	-	-	5,019	-	5,019
Balance as of December 31, 2024	112	\$ 415,716	\$(250,331)	\$ 1,114	\$ 25,203	\$191,814

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year Ended December 31,		
	2024	2023	2022
Cash flows from operating activities:			
Net income	\$ 15,311	\$ 8,780	\$ 28,466
Adjustments required to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	3,883	2,596	2,984
Net loss from sale of marketable securities	882	218 *	-
Amortization of marketable securities premiums and accretion of discounts, net	1,120	1,130 *	1,513
Share-based compensation related to options and RSUs granted to employees and non-employees	8,228	11,380	15,122
Financial expenses (income), net	313	(218)	(892)
Decrease (increase) in deferred tax assets, net	(4,548)	1,437	1,780
Decrease (increase) in trade receivables, net	(3,846)	1,600	(20,567)
Decrease (increase) in other receivables and prepaid expenses	(3,631)	625	(1,621)
Decrease (increase) in inventories	12,283	(7,791)	(12,653)
Decrease in operating lease right-of-use assets	6,009	9,281	6,639
Decrease in operating lease liabilities	(4,651)	(6,914)	(9,509)
Increase (decrease) in trade payables	(13)	(3,782)	3,475
Increase (decrease) in other payables and accrued expenses	3,223	(6,233)	(4,077)
Increase (decrease) in deferred revenues	1,767	3,144	(2,030)
Decrease in accrued severance pay, net	(1,077)	(362)	(349)
Net cash provided by operating activities	35,253	14,891	8,281
Cash flows from investing activities:			
Purchase of property and equipment	(24,280)	(5,965)	(1,487)
Purchase of financial investments	(675)	(81)	(16,615)
Proceeds from redemption of marketable securities	7,450	3,084	1,123
Proceeds from redemption of financial investments	132	14,094	1,052
Proceeds from sale of marketable securities	35,177	3,846	2,250
Investment in short-term and restricted bank deposits	-	-	(5,000)
Proceeds from short-term and restricted bank deposits	2	4,998	10
Proceeds from long-term and restricted bank deposits	-	-	94
Net cash paid for acquisition of subsidiary	-	-	(1,100)
Net cash provided by (used in) investing activities	\$ 17,806	\$ 19,976	\$ (19,673)

*Reclassified

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS (Cont.)

U.S. dollars in thousands

	Year Ended December 31,		
	2024	2023	2022
Cash flows from financing activities:			
Purchase of treasury stock	\$ (14,328)	\$ (18,259)	\$ (38,099)
Cash dividends paid	(10,896)	(11,399)	(11,552)
Proceeds from issuance of shares upon exercise of options	368	802	1,055
Net cash used in financing activities	<u>(24,856)</u>	<u>(28,856)</u>	<u>(48,596)</u>
Increase (decrease) in cash, cash equivalents	28,203	6,011	(59,988)
Cash, cash equivalents at the beginning of the year	30,546	24,535	84,523
Cash, cash equivalents at the end of the year	<u>\$ 58,749</u>	<u>\$ 30,546</u>	<u>\$ 24,535</u>
Supplemental disclosure of cash flow activities:			
Cash paid during the year for income taxes	\$ 5,784	\$ 4,196	\$ 4,024
Significant non-cash transactions:			
Inventory transferred to be used as property and equipment	<u>\$ 213</u>	<u>\$ 209</u>	<u>\$ 264</u>
Non-cash purchase of property and equipment	<u>\$ -</u>	<u>\$ 2,805</u>	<u>\$ -</u>
Operating lease right-of-use asset recognized with corresponding lease liability	<u>\$ 1,831</u>	<u>\$ 32,476</u>	<u>\$ 3,699</u>

The accompanying notes are an integral part of the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 1:- GENERAL

a. Business overview:

AudioCodes Ltd. (the “Company”) and its subsidiaries (together with the Company, the “Group” or the “Company”) is a leading vendor of advanced communication, software, products and productivity solutions for the digital workplace. The Company’s products are deployed on-premises or delivered from the cloud. Providing software communications, cloud-based platforms, customer premise equipment and software applications, the Company’s solutions and products are geared to meet the growing needs of enterprises and service providers realigning their operations towards the transition to all-IP networks for unified communications, contact centers, and hosted business services. In addition, the Company offers a complete suite of professional and managed services that allow the Company’s partners and customers to choose a service package (or complement their own offering) from a modular portfolio of professional services.

The Company operates through its wholly-owned subsidiaries in the United States, Europe, Asia, Latin America, Australia and Israel.

b. Material customers and suppliers:

The Group is dependent upon sole source suppliers for certain key components used in its products, including certain digital signal processing chips. Although there are a limited number of manufacturers for these particular components, management believes that other suppliers could provide similar components on comparable terms to the extent needed. Any change in suppliers, however, could cause a delay in manufacturing and a possible loss of sales, which could materially and adversely affect the operating results and financial position of the Group.

During the years ended December 31, 2024, 2023 and 2022, the Group had a major customer which accounted for 13.3%, 16.3% and 15.1%, respectively, of total revenues in those years. In addition, during the years ended December 31, 2024, 2023 and 2022, the Group had an additional major customer which accounted for 11.7%, 10.3% and 10.0%, respectively, of total revenues in those years. No other customer accounted for more than 10% of the Group’s revenues in the years ended December 31, 2024, 2023 and 2022.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”), applied on a consistent basis as follows:

a. Use of estimates:

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates, judgments and assumptions that affect the amounts reported in the consolidated financial statements. The Company’s management believes that the estimates, judgments and assumptions used are reasonable based upon information available at the time they were made. As applicable to these consolidated financial statements, the most significant estimates and assumptions relate to revenue recognition and allowance for sales returns, allowance for credit losses, inventories write-off, intangible assets, goodwill, income taxes and valuation allowance, share-based compensation and contingent liabilities. Actual results could differ from those estimates.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

b. Financial statements in U.S. dollars (“dollars”):

A majority of the Group’s revenues is generated in dollars. In addition, most of the Group’s costs are denominated and determined in dollars and in new Israeli shekels (“NIS”). Management believes that the dollar is the currency in the primary economic environment in which the Group operates. Thus, the functional and the reporting currency of the Group is the dollar.

Accordingly, monetary accounts maintained in currencies other than the dollar are remeasured into dollars in accordance with Accounting Standards Codification (“ASC”) 830, “Foreign Currency Matters”. All transaction gains and losses of the remeasured monetary balance sheet items are reflected in the consolidated statements of operations as financial income or expenses, as appropriate.

c. Principles of consolidation:

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Intercompany transactions and balances, including profits from intercompany sales not yet realized outside the Group, have been eliminated upon consolidation.

d. Cash equivalents:

Cash equivalents represent short-term highly liquid investments that are readily convertible into cash with original maturities of three months or less at the date acquired.

e. Short-term bank deposits:

Short-term bank deposits are deposits with maturities of more than three months, but less than one year. The deposits are denominated mainly in dollars and bear interest at an average annual rate of 2.99% and 2.72% for the years ended December 31, 2024 and 2023, respectively. Short-term bank deposits are presented at cost. Any accrued interest on these deposits is included in other receivables and prepaid expenses.

f. Trade receivables:

The Group records trade receivables when it has unconditional right to consideration for amounts invoiced and yet unbilled invoices. The Group’s allowance for credit losses for trade receivables is based upon its assessment of various factors, including historical experience, the age of the trade receivable balances, credit quality of its customers, current economic conditions and other factors. The estimated allowance for credit losses is recorded as general and administrative expenses in the consolidated statements of operations. As of December 2024 and 2023, the allowance for credit loss was \$647 and \$505, respectively.

Trade receivables also include the Group’s short-term and long-term net investment in a lease receivable (see Note 9).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

g. Marketable securities:

The Group accounts for investments in debt securities in accordance with ASC 320, "Investments - Debt Securities".

Management determines the appropriate classification of its investments in marketable debt securities at the time of purchase and reevaluates such determinations at each balance sheet date.

As of December 31, 2024, the Group classified all of its marketable securities as available-for-sale ("AFS"). AFS securities are carried out at fair value, with the unrealized gains and losses, net of related tax, reported in "accumulated other comprehensive loss" in shareholders' equity. Realized gains and losses on sale of investments are included in "financial income (expenses), net" and are derived using the specific identification method for determining the cost of securities. The amortized cost of debt securities is adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization, together with interest on securities, is included in "financial income (expenses), net".

The Group periodically evaluates its AFS debt securities for impairment. If the amortized cost of an individual security exceeds its fair value, the Group considers its intent to sell the security or whether it is more likely than not that it will be required to sell the security before recovery of its amortized basis. If either of these criteria are met, the Group writes down the security to its fair value and records the impairment charge in the consolidated statements of operations. If neither of these criteria are met, the Group assesses whether credit loss exists. In making this assessment, the Group considers the extent to which fair value is less than amortized cost, any changes to the rating of the security by a rating agency, and any adverse conditions specifically related to the security, among other factors.

Any additional impairment not recorded through an allowance for credit losses is recognized in other comprehensive income or loss.

During the years ended December 31, 2024, 2023 and 2022, the Group's credit losses were immaterial.

h. Long-term and restricted bank deposits:

Bank deposits and the related accrued interest with maturities of more than one year are included in long-term investments and presented at their cost. Accrued interest that is payable within a one-year period is included in other receivables and prepaid expenses.

i. Inventories:

Inventories are stated at the lower of cost and net realizable value. Cost is determined using the "weighted average cost" method for raw materials and finished products with the addition of direct manufacturing cost. The Group periodically evaluates the quantities on hand relative to current and historical selling prices and historical and projected sales volume and technological obsolescence. Based on these evaluations, inventory write-offs are provided to cover risks arising from slow-moving items, technological obsolescence, excess inventories, discontinued product lines and market prices lower than cost.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

j. Property and equipment:

Property and equipment are stated at cost, net of accumulated depreciation. Depreciation is calculated by the straight-line method over the estimated useful lives of the assets at the following annual rates:

Computers and peripheral equipment	33%
Office furniture and equipment	6% to 20% (mainly 15%)
Leasehold improvements	Over the shorter of the term of the lease, or the useful life of the assets

The Group's long-lived assets (asset group) to be held and used, including right-of-use assets and intangible assets subject to amortization are reviewed for impairment in accordance with ASC 360, "Property, Plant and Equipment" whenever events or changes in circumstances indicate that the carrying amount of an asset (or asset group) may not be recoverable. If such assets are considered to be impaired, recoverability of assets (asset group) to be held and used is measured by a comparison of the carrying amount of an asset (asset group) to the future undiscounted cash flows expected to be generated by the asset. The impairment to be recognized is measured by the amount by which the carrying amount of the assets (asset groups) exceeds the fair value of the assets (asset groups).

During the years ended December 31, 2024, 2023 and 2022, no impairment losses have been identified.

k. Intangible assets:

Intangible assets are comprised of acquired technology, customer relations and licenses. The Group's intangible assets are not considered to have an indefinite useful life and are amortized using the straight-line basis over their estimated useful lives, which range from 4 to 10 years.

l. Leases:

The Group evaluates the contracts it enters into to determine whether such contracts contain leases. A contract contains a lease if the contract conveys the right to control the use of identified property, plant or equipment for a period of time in exchange for consideration.

The Group determines if an arrangement is a lease at inception of the contract, which is the date on which the terms of the contract are agreed to, and the agreement creates enforceable rights and obligations. The commencement date of the lease is the date that the lessor makes an underlying asset available for the lessee's use. At commencement, contracts containing a lease are further evaluated for classification as an operating or finance lease where the Company is a lessee, or as an operating, sales-type or direct financing lease where the Company is a lessor, based on their terms.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

As the Group's lease arrangements as a lessee do not provide an implicit rate, thus, the Group uses its incremental estimated borrowing rate at lease commencement to measure the right-of-use ("ROU") assets and lease liabilities. Operating lease expense is generally recognized on a straight-line basis over the lease term. The Group elected to not recognize a lease liability or ROU asset for leases with a term of twelve months or less. The Group also elected the practical expedient to not separate lease and non-lease components for its leases.

A portion of the Group's sales of equipment to customers are made through bundled lease arrangements which typically include software license, equipment and services. Revenues under these bundled lease arrangements are allocated considering the relative standalone selling prices of the lease and non-lease components included in the bundled arrangement. The primary accounting provisions the Group use to classify transactions as sales-type or operating leases is a review of the present value of the lease payments to determine if they are equal to or greater than substantially all of the fair market value of the equipment at the inception of the lease. Equipment included in arrangements meeting these conditions are accounted for as sales-type leases and revenue is recognized at lease commencement. Equipment included in arrangements that do not meet these conditions are generally accounted for as operating leases and revenue is recognized over the term of the lease. For the year ended December 31, 2024, equipment leases that were classified as operating leases were immaterial.

m. Goodwill:

Goodwill and certain other purchased intangible assets have been recorded in the Group's financial statements as a result of acquisitions.

Goodwill represents the excess of the purchase price over the estimated fair value of net assets of a business acquired in a business combination. Under ASC 350, "Intangibles - Goodwill and Other", goodwill is not amortized but rather is subject to an impairment test at least annually.

The Group performs an annual impairment test of goodwill in the fourth quarter of each fiscal year, or more frequently, if events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is tested for impairment at the reporting unit level, by first performing a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount. If the reporting unit does not pass the qualitative assessment, the Group carries out a quantitative test for impairment of goodwill, by comparing the fair value of the reporting unit with the carrying amount of the reporting unit that includes goodwill. The Group may bypass the qualitative assessment and proceed directly to performing the quantitative goodwill impairment test. The Group operates as one segment, and this segment comprises its only reporting unit. Therefore, goodwill is tested for impairment at that level. The Group did not record goodwill impairment charges during the years ended December 31, 2024, 2023 and 2022.

n. Revenue recognition:

The Group generates its revenues primarily from the sale of software licenses, equipment, and related services through a direct sales force and sales representatives. A portion of the Group's sales of equipment to customers are made through bundled lease arrangements (see 1 above and Note 9). The Group's products are delivered to its customers, which include original equipment manufacturers, network equipment providers, systems integrators, enterprises, carriers and distributors in the telecommunications and networking industries, all of whom are considered end-users.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Revenues are recognized in accordance with ASC 606, "Revenue from Contracts with Customers". As such, the Group identifies a contract with a customer, identifies the performance obligations in the contract, determines the transaction price, allocates the transaction price to each performance obligation in the contract and recognizes revenues when (or as) the Group satisfies its performance obligations.

The Group enters into contracts that can include combinations of products and services that are capable of being distinct and accounted for as separate performance obligations. The software licenses and equipment are distinct as the customer can derive the economic benefit of it without any additional services. The Group also provides professional services, support and maintenance services, which are accounted for as separate performance obligations. The Group allocates the transaction price to each performance obligation, based on its relative standalone selling price out of the total consideration of the contract. To the extent the transaction price includes usage-based fees, variable fees are generally recognized when the subsequent usage occurs or using the variable consideration allocation exception.

Software license and equipment revenues are recognized at the point of time when control is transferred.

Revenues from maintenance and support services are generally recognized ratably over the term of the contract, as the services have a consistent pattern of transfer to the customer during the contract period. Revenues from professional services are recognized over time based on the method that best depicts the transfer of services to the customer.

As the Group generally does not sell the products separately on a standalone basis, the standalone selling prices are not directly observable. Therefore, the Group makes estimates based on reasonably available information. The estimated selling price is established considering multiple factors such as historical selling prices, internal pricing practices, gross margin objectives and discount policy. The Group typically bills customers based on actual delivery. The payment terms vary, mainly with terms of 60 days or less. Revenue is recognized net of any taxes collected from customers which are subsequently remitted to the tax authorities, The Company elected to account for shipping and handling activities as fulfillment activities. Shipping and handling activities are classified as part of the cost of revenues.

The Group grants to certain customers a right of return or the ability over a limited period of time to exchange for other products a specific percentage of the total price paid for products they have purchased. The Group maintains a provision for product returns and exchanges and other incentives, based on its experience with historical sales returns, analysis of credit memo data and other known factors, all in accordance with ASC 606. This provision is deducted from revenues and amounted to \$1,675 and \$2,137 as of December 31, 2024 and 2023, respectively. This provision was recorded as part of other payables and accrued expenses.

In instances of contracts where revenue recognition differs from the timing of invoicing, the Group generally determined that those contracts do not include a significant financing component. The primary purpose of the invoicing terms is to provide customers with simplified and predictable ways of purchasing the Group's products and services, not to receive or provide financing. The Group uses the practical expedient and does not assess the existence of a significant financing component when the difference between payment and revenue recognition is one year or less.

Deferred revenues include amounts invoiced to customers for which revenue has not yet been recognized. Deferred revenues are recognized as (or when) the Group performs the performance obligations under the contract.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The Group pays sales commissions to selling and marketing personnel, based on their attainment of certain predetermined sales goals. Amortization of sales commissions are consistent with the pattern of revenue recognition of each performance obligation and are included in selling and marketing expenses in the consolidated statements of operations.

The Group has included as part of other receivables and prepaid expenses in its consolidated balance sheet, costs to obtain a contract in the amount of \$689 and \$542, as of December 31, 2024 and 2023, respectively. Remaining performance obligations represents contracted revenues that have not yet been recognized, which includes deferred revenues and non-cancelable contracts that will be recognized as revenue in future periods. The following table represents the remaining performance obligations as of December 31, 2024, which are expected to be satisfied and recognized in future periods:

	<u>Year Ending December 31,</u>		
	<u>2025</u>	<u>2026</u>	<u>2027 and thereafter</u>
Products	\$ 152	\$ -	\$ -
Services	38,286	12,856	6,203
	<u>\$ 38,438</u>	<u>\$ 12,856</u>	<u>\$ 6,203</u>

The Group's remaining performance obligations above do not include usage-based fees that are recognized when the subsequent usage occurs or using the variable consideration allocation exception.

Significant changes in the balances of deferred revenues during the years are as follows:

	<u>Year Ended December 31,</u>	
	<u>2024</u>	<u>2023</u>
Balance at the beginning of the year	\$ 55,730	\$ 52,586
Revenue recognized	(26,586)	(17,469)
Increase in deferred revenues and customer advances	28,353	20,613
Balance at the end of the year	57,497	55,730
Less current portion at the end of the year	<u>(38,438)</u>	<u>(38,820)</u>
Long-term portion at the end of the year	<u>\$ 19,059</u>	<u>\$ 16,910</u>

As of December 31, 2024, and 2023 the trade receivables resulting from revenue contracts were \$43,425 and \$42,758, respectively.

o. Warranty costs:

The Group usually provides an assurance-type warranty for a period of 12 months at no extra charge. The Group estimates the costs that may be incurred under its basic limited warranty and records a liability in the amount of such costs at the time product revenue is recognized. Factors that affect the Group's warranty liability include the number of installed units, historical and anticipated rates of warranty claims, and cost per claim. The Group periodically assesses the adequacy of its recorded warranty liability and adjusts the amount as necessary. As of December 31, 2024 and 2023, the provision for warranty amounted to \$132 and \$149, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

p. Research and development costs:

ASC 985-20, "Costs of Software to Be Sold, Leased, or Marketed", requires capitalization of certain software development costs subsequent to the establishment of technological feasibility.

Based on the Group's product development process, technological feasibility is established upon the completion of a working model. The Group does not incur material costs between the completion of a working model and the point at which the product is ready for general release. Therefore, research and development costs are charged to the consolidated statement of operations, as incurred.

Participation grants from the Israel Innovation Authority (the "IIA") for research and development activity are recognized at the time the Group is entitled to such grants based on the costs incurred and included as a deduction from research and development costs. Research and development grants recognized during the years ended December 31, 2024, 2023 and 2022 were \$55, \$665 and \$624, respectively.

q. Income taxes:

The Group accounts for income taxes in accordance with ASC 740, "Income Taxes". ASC 740 prescribes the use of the liability method whereby deferred tax asset and liability account balances are determined based on differences between the financial reporting and tax bases of assets and liabilities and for carryforward tax losses. Deferred taxes are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Group records a valuation allowance, if necessary, to reduce deferred tax assets to their estimated realizable value if it is more-likely-than-not that some portion of or the entire amount of the deferred tax asset will not be realized.

In addition, ASC 740 prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The first step is to evaluate the tax position taken or expected to be taken in a tax return. This is done by determining if the weight of available evidence indicates that it is more likely than not that, on an evaluation of the technical merits, the tax position will be sustained on audit, including resolution of any related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement.

Interest and penalties assessed by taxing authorities on an underpayment of income taxes are included as a component of income tax expense in the consolidated statements of operations.

r. Accumulated other comprehensive income (loss) ("AOCI"):

The Group accounts for comprehensive income (loss) in accordance with ASC 220, "Comprehensive Income", which establishes standards for the reporting and presentation of comprehensive income (loss) and its components in a full set of general-purpose financial statements. Comprehensive income (loss) generally represents all the changes in shareholders' equity during the period except those resulting from investments by, or distributions to, shareholders.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The components of AOCI were as follows:

	Gains (losses) on AFS marketable securities	Gains (losses) on cash flow hedges	Total
Balance as of January 1, 2024	\$ (3,730)	\$ (175)	\$ (3,905)
Other comprehensive gains (loss) before reclassifications, net of tax	1,798	(306)	1,492
Amounts reclassified from AOCI	882	2,645	3,527
Other comprehensive income, net of tax	2,680	2,339	5,019
Balance as of December 31, 2024	<u>\$ (1,050)</u>	<u>\$ 2,164</u>	<u>\$ 1,114</u>

	Year Ended December 31,		
	2024	2023	2022
Amounts reclassified from AOCI			
Cost of revenues	\$ 634	\$ 1,400	\$ 814
Research and development expenses, net	1,217	2,983	1,735
Selling and marketing expenses	582	1,217	708
General and administrative expenses	212	967	426
Financial expenses	882	-	-
Total operating expenses before income taxes	<u>\$ 3,527</u>	<u>\$ 6,567</u>	<u>\$ 3,683</u>

The effects on net income of amounts reclassified from AOCI in the years ended December 31, 2024, 2023 and 2022 derive from realized losses on cash flow hedges recorded in operating expenses and from realized losses on AFS marketable securities recorded in financial income or expenses.

s. Concentrations of credit risk:

Financial instruments that potentially subject the Group to concentrations of credit risk consist principally of cash and cash equivalents, bank deposits, trade receivables, marketable securities and foreign currency derivative contracts.

The majority of the Group's cash and cash equivalents, bank deposits and foreign currency derivative contracts are invested in dollar denominated instruments with major banks in Israel and in the United States. The Group is exposed to credit risk in the event of default by financial institutions to the extent of the amounts recorded on the accompanying consolidated balance sheets exceed federally insured limits. Management believes that the financial institutions that hold the Group's investments are corporations with high credit standing.

Accordingly, management believes that low credit risk exists with respect to these financial investments.

Marketable securities include investments in dollar-denominated corporate bonds. The Company's investment policy, approved by the Board of Directors, limits the amount the Group may invest in any one type of investment or issuer, thereby reducing credit risk concentrations. Management believes that the Group's portfolio is well diversified and, accordingly, minimal credit risk exists with respect to these marketable debt securities.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data****NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

The trade receivables of the Group are derived from sales to customers located primarily in the Americas, Europe, Eastern Asia and Israel. Under certain circumstances, the Group may require letters of credit, other collateral, additional guarantees or advance payments.

Regarding certain credit balances, the Group is covered by foreign trade risk insurance. The Group performs ongoing credit evaluations of its customers and establishes an allowance for credit losses.

t. Earnings per share:

Basic earnings per share are computed based on the weighted average number of ordinary shares outstanding during each year. Diluted earnings per share are computed based on the weighted average number of ordinary shares outstanding during each year, plus potential dilutive ordinary shares considered outstanding during the year, in accordance with ASC 260, "Earnings per Share".

Certain outstanding options and restricted share units ("RSUs") have been excluded from the calculation of the diluted earnings per share since such securities are anti-dilutive for all years presented. The total weighted average number of shares related to the outstanding options and RSUs that have been excluded from the calculation of diluted earnings per share were 284,903, 710,761 and 153,191 for the years ended December 31, 2024, 2023 and 2022, respectively.

u. Accounting for share-based compensation:

The Company accounts for share-based compensation in accordance with ASC 718, "Compensation-Stock Compensation". ASC 718 requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as an expense over the requisite service periods in the Company's consolidated statement of operations. The Company recognizes compensation expenses for the value of its awards, which have graded vesting, based on the accelerated attribution method over the requisite service period of each of the awards. The Company accounts for forfeitures as they occur.

The Group selected the Black-Scholes option pricing model as the most appropriate fair value method for the Group's option awards. The fair value of RSUs is based on the market value of the underlying shares at the date of grant. The following table sets forth the parameters used in computation of the options compensation to employees:

	Year Ended December 31,		
	2024	2023	2022
Dividend yield	1.13%	1.13%	1.13%
Expected volatility	40.19%-48.11%	46.24%	47.64%
Risk-free interest	3.98%-4.23%	4.57%	2.83%
Expected life	3.59-4.86 years	3.60 years	4.10 years

The Company used its historical volatility in accordance with ASC 718. The computation of volatility uses historical volatility derived from the Company's exchange traded shares. The expected term of options granted is estimated based on historical experience and represents the period of time that options granted are expected to be outstanding. The risk-free interest rate assumption is the implied yield currently available on United States treasury zero-coupon issues with a remaining term equal to the expected life of the Company's options. The dividend yield assumption is based on the Company's historical experience and expectation of future dividend payouts and may be subject to substantial change in the future. The Company paid its first cash dividend during the third quarter of 2018 and has been paying cash dividends on a bi-annual basis since then. The Company currently expects to continue pay cash dividends in the future, subject to the Board of Director's approval and receipt of required Israeli court approvals, although there can be no assurance that it will do so. See also Note 11.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The total share-based compensation expenses relating to all of the Company's share-based awards recognized for the years ended December 31, 2024, 2023 and 2022 were included in items of the consolidated statements of operations, as follows:

	Year Ended December 31,		
	2024	2023	2022
Cost of revenues	\$ 369	\$ 388	\$ 425
Research and development expenses, net	2,108	2,685	3,481
Selling and marketing expenses	2,959	4,297	6,032
General and administrative expenses	2,792	4,010	5,184
Total share-based compensation expenses	<u>\$ 8,228</u>	<u>\$ 11,380</u>	<u>\$ 15,122</u>

v. Treasury stock:

The Company repurchases its ordinary shares from time to time in the open market and holds such repurchased shares as treasury stock. The Company presents the cost to repurchase treasury stock as a reduction of shareholders' equity. See also Note 11a.

w. Severance pay:

The liability for severance pay for Israeli employees is calculated pursuant to the Israeli Severance Pay Law, 1963 (the "Severance Pay Law"), based on the most recent salary of the employees multiplied by the number of years of employment as of the balance sheet date for all employees in Israel. Employees who have been employed for more than a one-year period are entitled to one month's salary for each year of employment or a portion thereof. The Group's liability for all of its Israeli employees is fully provided for by monthly deposits with severance pay funds, pension funds, insurance policies and by an accrual. The value of these deposits is recorded as an asset in the Company's consolidated balance sheet.

The deposited funds include profits accumulated up to the consolidated balance sheets date. The deposited funds may be withdrawn only upon the fulfillment of the obligation pursuant to the Severance Pay Law or labor agreements.

Since March 2011, the Group's agreements with new Israeli employees are under Section 14 of the Israeli Severance Pay Law, 1963. The Group's contributions for severance pay have replaced its severance pay obligation. Upon contribution of the full amount of the employee's monthly salary for each year of service, no additional calculations are conducted between the parties regarding the matter of severance pay and no additional payments are made by the Group to the employee upon termination. The Group is legally released from the obligations to employees once the deposit amounts have been paid, and therefore the severance pay liability is not reflected in the balance sheet.

Severance pay expenses for the years ended December 31, 2024, 2023 and 2022, amounted to \$2,342, \$2,995 and \$3,907, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

x. Employee benefit plan:

The Group has 401(k) defined contribution plans covering employees in the United States. All eligible employees may elect to contribute a portion of their annual compensation to the plan through salary deferrals, subject to the Internal Revenue Service limit of \$20.5 during the years ended December 31, 2024 and 2023, plus a catch-up contribution of \$7.5 for participants aged 50 or over. The Group matches 50% of employees' contributions, up to a maximum of 6% of the employees' annual pay. In the years ended December 31, 2024, 2023 and 2022, the Group matched contributions in the amount of \$506, \$524 and \$531, respectively.

y. Advertising expenses:

Advertising expenses are charged to the consolidated statements of operations as incurred. Advertising expenses for the years ended December 31, 2024, 2023 and 2022 amounted to \$2,433, \$1,942 and \$1,733, respectively.

z. Fair value of financial instruments:

Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability. As a basis for considering such assumptions, ASC 820, "Fair Value Measurements and Disclosures" establishes a three-tier value hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - Observable inputs, other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 - Unobservable inputs which are supported by little or no market activity and that are significant to the fair value of the assets and liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. See also Note 7.

The estimated fair value of financial instruments has been determined by the Group using available market information and valuation methodologies. Considerable judgment is required in estimating fair values. Accordingly, the estimates may not be indicative of the amounts the Group could realize in a current market exchange.

The following methods and assumptions were used by the Group in estimating its fair value disclosures for financial instruments:

The carrying amounts of cash and cash equivalents, bank deposits, trade receivables, trade payables, other receivables and other payables and accrued expenses approximate their fair value due to the short- or long-term maturity of such instruments.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The Group measures its investments in marketable securities and foreign currency derivative contracts at fair value. Marketable securities and foreign currency derivative contracts are classified within Level 2 as these instruments are valued using alternative pricing sources utilizing market observable inputs.

The fair value of financial investments consists of investments in limited partnerships, that are valued at the net asset value (“NAV”) which is a practical expedient to their estimate fair value. The NAV is provided by the fund administrator and is based on the value of the underlying assets owned less its liabilities.

aa. Derivative instruments and hedging:

The Group accounts for derivative instruments and hedging based on ASC 815, “Derivatives and Hedging”.

The Group accounts for its derivative instruments as either assets or liabilities and carries them at fair value. Derivative instruments that are not designated and qualified as hedging instruments must be adjusted to fair value through earnings. The changes in the fair value of such instruments are included as gain or loss in “financial income (expenses), net” at each reporting period.

For derivative instruments that hedge the exposure to variability in expected future cash flows that are designated as cash flow hedges, the gain or loss on the derivative instrument is reported as a component of accumulated other comprehensive loss in equity and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings and is classified as payroll and rent expenses.

To receive hedge accounting treatment, cash flow hedges must be highly effective in offsetting changes to expected future cash flows on hedged transactions.

ab. Recently adopted accounting pronouncement:

In November 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2023-07, “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures”, which requires public entities to disclose information about their reportable segments’ significant expenses and other segment items on an interim and annual basis. Public entities with a single reportable segment are required to apply the disclosure requirements in ASU 2023-07, as well as all existing segment disclosures and reconciliation requirements in ASC 280 on an interim and annual basis. The Company adopted AUS 2023-07 during the year ended December 31, 2024. See Note 15, Segment and geographic information.

ac. Recently issued accounting pronouncement not yet adopted:

In December 2023, the FASB issued ASU 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures”, which requires public entities, on an annual basis, to provide disclosure of specific categories in the rate reconciliation, as well as disclosure of income taxes paid disaggregated by jurisdiction. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 (the year ending December 31, 2025, for the Company), with early adoption permitted. The Company is currently evaluating the impact of adopting ASU 2023-09.

In November 2024, the FASB issued ASU 2024-03, “Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses”, requiring public entities to disclose additional information about specific expense categories in the notes to the financial statements on an interim and annual basis. ASU 2024-03 is effective for fiscal years beginning after December 15, 2026 (the year ending December 31, 2027, for the Company), and for interim periods beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of adopting ASU 2024-03.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 3:- MARKETABLE SECURITIES

The following is a summary of AFS marketable securities:

	December 31, 2024			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Maturing within one year:				
Corporate bonds	\$ 3,241	\$ -	\$ (22)	\$ 3,219
Maturing between one to five years:				
Corporate bonds	28,343	-	(1,250)	27,093
Governmental bonds	1,715	-	(83)	1,632
Balance as of December 31, 2024	<u>\$ 33,299</u>	<u>\$ -</u>	<u>\$ (1,355)</u>	<u>\$ 31,944</u>

	December 31, 2023			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Maturing within one year:				
Corporate bonds	\$ 6,128	\$ -	\$ (163)	\$ 5,965
Governmental bonds	\$ 967	\$ -	\$ (10)	\$ 957
Maturing between one to five years:				
Corporate bonds	69,137	-	(4,476)	64,661
Governmental bonds	1,744	-	(157)	1,587
Balance as of December 31, 2023	<u>\$ 77,976</u>	<u>\$ -</u>	<u>\$ (4,806)</u>	<u>\$ 73,170</u>

The following table presents gross unrealized losses and fair values for those investments that were in an unrealized loss position as of December 31, 2024, and the length of time that those investments have been in a continuous loss position:

	Less than 12 months		12 months and greater	
	Gross unrealized		Gross unrealized	
	Fair value	loss	Fair value	loss
As of December 31, 2024	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 31,944</u>	<u>\$ (1,355)</u>

	Less than 12 months		12 months and greater	
	Gross unrealized		Gross unrealized	
	Fair value	loss	Fair value	loss
As of December 31, 2023	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 73,170</u>	<u>\$ (4,806)</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 4:- INVENTORIES

	December 31,	
	2024	2023
Raw materials	\$ 14,028	\$ 18,742
Finished products	17,435	25,217
	<u>\$ 31,463</u>	<u>\$ 43,959</u>

During the years ended December 31, 2024 and 2023, the Group wrote off inventory in a total amount of approximately \$4.8 million and approximately \$1.1 million, respectively. During the year ended December 31, 2022, the Group's inventory write off was immaterial.

NOTE 5:- PROPERTY AND EQUIPMENT, NET

	December 31,	
	2024	2023
Cost:		
Computers and peripheral equipment	\$ 15,644	\$ 16,395
Office furniture and equipment	4,367	6,272
Leasehold improvements	22,040	8,748
	<u>42,051</u>	<u>31,415</u>
Accumulated depreciation:		
Computers and peripheral equipment	9,745	13,008
Office furniture and equipment	2,734	4,625
Leasehold improvements	2,251	2,889
	<u>14,730</u>	<u>20,522</u>
Depreciated cost	<u>\$ 27,321</u>	<u>\$ 10,893</u>

Depreciation expenses amounted to \$3,351, \$2,051 and \$2,181 for the years ended December 31, 2024, 2023 and 2022, respectively.

NOTE 6:- INTANGIBLE ASSETS, NET

	Useful life (years)	December 31,	
		2024	2023
a. Cost:			
Acquired technology and license	4 - 10	\$ 21,815	\$ 21,815
Customer relationship	4.5 - 9	4,951	4,951
		<u>26,766</u>	<u>26,766</u>
Accumulated amortization:			
Acquired technology and license		21,388	20,900
Customer relationship		4,889	4,845
		<u>26,277</u>	<u>25,745</u>
Amortized cost		<u>\$ 489</u>	<u>\$ 1,021</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 6:- INTANGIBLE ASSETS, NET (Cont.)

- b. Amortization expenses related to intangible assets amounted to \$532, \$545 and \$804 for the years ended December 31, 2024, 2023 and 2022, respectively.
- c. Expected amortization expenses are as follows:

<u>Year ending December 31,</u>	
2025	\$ 470
2026	19
	<u>\$ 489</u>

NOTE 7:- FAIR VALUE MEASUREMENTS

In accordance with ASC 820, the Group measures its foreign currency derivative instruments and marketable securities, at fair value. Investments in foreign currency derivative instruments and marketable securities are classified within Level 2 of the fair value hierarchy. This is because these assets (liabilities) are valued using alternative pricing sources and models utilizing market observable inputs.

The Group's financial assets and liabilities measured at fair value on a recurring basis, consisted of the following types of instruments as of the following dates:

	<u>December 31, 2024</u>	
	Fair value measurements using input type	
	Level 2	NAV
Marketable securities	\$ 31,944	\$ -
Financial investments (see also Note 10d)	-	3,008
Financial assets related to foreign currency derivative hedging contracts	2,430	-
Total financial net assets as of December 31, 2024	<u>\$ 34,374</u>	<u>\$ 3,008</u>
	<u>December 31, 2023</u>	
	Fair value measurements using input type	
	Level 2	NAV
Marketable securities	\$ 73,170	\$ -
Financial investments (see also Note 10d)	-	2,730
Financial assets related to foreign currency derivative hedging contracts	(461)	-
Total financial net assets as of December 31, 2024	<u>\$ 72,709</u>	<u>\$ 2,730</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 7:- FAIR VALUE MEASUREMENTS (Cont.)

As of December 31, 2024, and 2023 the financial investments measured using NAV included two Secured Bridge Loans Funds that offer short-term loans to various consumers, which are secured by real-estate assets and vehicles.

One investment fund can be redeemed by the investees during the next five years. The fair value of this investment in this class has been estimated using the net asset value ("NAV") of the Group's ownership interest in partners' capital. The carrying amount of this investment was \$1,329 and \$1,461 as of December 31, 2024, and 2023, respectively.

The second investment in an equity fund is locked up until its maturity after five years from the investment date. The fair value of this investment in this class has been estimated using the NAV of the Group's ownership interest in partners' capital. The carrying amount of this investment was \$1,679 and \$1,269 as of December 31, 2024, and 2023, respectively.

Gains (Losses) from the financial investments amounted to \$(265) and \$336 for the years ended December 31, 2024, and 2023, respectively.

NOTE 8:- OTHER PAYABLES AND ACCRUED EXPENSES

	December 31,	
	2024	2023
Payroll and other employee related accruals	\$ 16,227	\$ 16,715
Forward liability	-	461
Accrued expenses	6,829	8,339
Government authorities	1,082	2,274
Provision for returns	1,675	2,137
Other	10	17
	<u>\$ 25,823</u>	<u>\$ 29,943</u>

NOTE 9:- LEASES

Lease agreements:

The Group as a lessee:

The Group's facilities are leased under several lease agreements for periods ending up to 2033, with options to extend the leases ending up to 2038. In addition, the Group has various operating lease agreements with respect to motor vehicles.

The components of operating lease costs were as follows:

	Year Ended		
	December 31,		
	2024	2023	2022
Fixed lease cost	\$ 9,850	\$ 10,979	\$ 9,271
Variable lease cost	393	477	260
Sublease income	(173)	(1,167)	(1,516)
Total net lease costs	<u>\$ 10,070</u>	<u>\$ 10,289</u>	<u>\$ 8,015</u>

The Group's operating lease agreements have remaining lease terms ranging from one year to 13.46 years, including agreements with options to extend the leases for up to six years.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 9:- LEASES (Cont.)

The following table represents the weighted-average remaining lease term and discount rate:

	Year Ended December 31, 2024
Weighted average remaining lease term	8.82 years
Weighted average discount rate	5.05%

The following table presents supplemental cash flows information related to the lease costs for operating leases:

	Year Ended December 31, 2024
Cash paid for amounts included in measurement of lease liabilities:	
Operating cash flows for operating leases	\$ 9,003

The discount rate was determined based on the estimated incremental borrowing rate of the Group.

Maturities of operating lease liabilities were as follows:

Year ending December 31,	
2025	\$ 5,996
2026	5,259
2027	4,287
2028	4,170
2029 and thereafter	26,870
Total lease payments	\$ 46,582
Less - imputed interest	\$ (10,120)
Present value of lease liabilities	<u>\$ 36,462</u>

In November 2022, the Company entered into a new lease agreement in Park Naimi, which is located near Messubim Junction in Israel (the "New Lease Agreement"). The New Lease Agreement replaced the previous lease agreement in Israel which was originally scheduled to expire in January 2024 and was extended until April 2024. Pursuant to the New Lease Agreement, the Company leases from the landlord an approximately 10,500 square foot facility (the "Premises"). The lease of the Premises commenced in July 2023. The initial lease term under the New Lease Agreement is for seven years. The Company additionally holds options under the New Lease Agreement to extend the lease term for additional periods of five years. At the commencement date, the Company recognized ROU assets and lease liabilities related to the New Lease Agreement in the amount of \$25,810.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 9:- LEASES (Cont.)

The Group as a lessor:

Revenue from sales-type leases is presented on a gross basis when the Group enters into a lease to realize value from a product that it would otherwise sell in its ordinary course of business. The Group's leases generally do not provide for a residual value guarantee. The Group's lease arrangements are generally comprised of fixed lease payments and do not include options to purchase the underlying assets and to extend or terminate the lease.

Interest income for the years ended December 31, 2024, 2023 and 2022 were \$390, \$266 and \$75, respectively, and were included in financial income (expenses), net in the consolidated statement of operations.

At the commencement date of sales-type leases for the years ended December 31, 2024, 2023 and 2022, the Group recognized \$15,707, \$15,937 and \$19,802 of product revenue, respectively. As of the commencement date of sales-type leases for the year ended December 31, 2024, 2023 and 2022, the Group recognized \$1,406, \$4,178 and \$2,152 cost of product revenue, respectively. The Group's short-term net investment in a lease receivable as of December 31, 2024 and 2023, were \$11,682 and \$8,367 respectively and are presented within trade receivables in the consolidated balance sheets. The Group's long-term net investment in a lease receivable as of December 31, 2024 and 2023, were \$15,753 and \$16,798, respectively and are presented within long-term trade receivables in the consolidated balance sheets.

The following table illustrates the Group's future sales-type lease receipts as of December 31, 2024:

Year ending December 31,	
2025	\$ 8,959
2026	8,348
2027	4,625
2028	2,271
2029 and thereafter	4,141
Total future minimum receipts	\$ 28,344
Less - unearned interest income	\$ (909)
Total	\$ 27,435

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 10:- COMMITMENTS AND CONTINGENT LIABILITIES

- a. Purchases commitments:
1. The Group is obligated under certain agreements with its suppliers to purchase specified items of excess inventory which are expected to be utilized in the following two years, primarily in 2025. As of December 31, 2024, non-cancelable purchase obligations were approximately \$11,052.
 2. In addition, the Group is obligated under certain agreements with its suppliers to purchase software as a service (SaaS) subscription service which are expected to be utilized during 2025 until 2027. As of December 31, 2024, non - cancelable purchase obligations were approximately \$13,300.
- b. Royalty commitment to the IIA:
- Under the research and development agreements of the Company and its Israeli subsidiaries with the IIA and pursuant to applicable laws, the Company and its Israeli subsidiaries were required to pay royalties at the rate of 1.3%-5% on sales to end customers of products developed with funds provided by the IIA, up to an amount equal to 100% of the IIA research and development grants received, linked to the dollar plus interest on the unpaid amount received based on the 12-month SOFR rate (from the year the grant was approved) applicable to dollar deposits. The Company and its Israeli subsidiaries were obligated to repay the IIA for the grants received only to the extent that there are sales of the funded products.
- As of December 31, 2024, and 2023, the Company's Israeli subsidiaries have a contingent obligation to pay royalties to the IIA in the amount of approximately \$22,084 and \$21,250, respectively.
- c. Royalty commitments to third parties:
- The Group has entered into technology licensing fee agreements with third parties. Under the agreements, the Group has incorporated third parties' technology into its products and agreed to pay the third parties royalties, based on sales of relevant products. Royalties are calculated on a quarterly basis. Such royalties being payable either quarterly or through a pre-buy of production licenses when necessary.
- d. Contingent investments commitments:
- The Group may be obligated under certain agreements with respect to Secured Bridge Loan Fund to invest an additional amount of up to approximately \$729 if called upon by the fund. During the year ended December 31, 2024, the Group invested an additional amount of \$675 (see also Note 7).

NOTE 11:- SHAREHOLDERS' EQUITY

- a. Treasury stock:
- During the year ended December 31, 2014, the Company's Board of Directors approved a share repurchase program to repurchase up to \$3,000 of its ordinary shares (the "Share Repurchase Program"), which is the amount that the Company could repurchase under Israeli law without further approval from an Israeli court. During the ten years ended December 31, 2023, the Company received Israeli court approvals to repurchase up to an additional \$381,000 of its ordinary shares. In addition, in each of July 2024 and December 2024, the Company received court approval to repurchase up to an additional \$20,000 of its ordinary shares (the "Permitted Amount"). The most recent court approvals also permit the Company to declare a dividend of any part of the Permitted Amount during the approved validity period. The current approval is valid through June 14, 2025.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 11:- SHAREHOLDERS' EQUITY (Cont.)

As of December 31, 2024, pursuant to the Company's Share Repurchase Program, the Company had repurchased a total of 35,490,462 of its ordinary shares at a total cost of \$250,331 (of which 1,385,632 of its ordinary shares were repurchased during the year ended December 31, 2024, for aggregate consideration of \$14,328).

b. Cash Dividends:

On February 6, 2024, the Company declared a cash dividend of \$0.18 per share. The dividend, in the aggregate amount of approximately \$5.5 million, was paid on March 6, 2024 to all of the Company's shareholders of record on February 20, 2024.

On July 29, 2024, the Company declared a cash dividend of \$0.18 cents per share. The dividend, in the aggregate amount of approximately \$5.4 million, was paid on August 29, 2024 to all of the Company's shareholders of record on August 15, 2024. See Note 17 for cash dividends declared and paid subsequent to December 31, 2024.

c. Employee and Non-Employee Share Option Plan:

In 2008, the Company's Board of Directors approved the 2008 Equity Incentive Plan (as amended, the "Plan") that became effective in January 2009. Under the Plan, options and RSUs may be granted to employees, officers, non-employee consultants and directors of the Company. As of December 31, 2024, the total number of shares authorized for future grants under the Plan is 1,155,071.

Options granted under the Plan expire seven years from the date of grant, and options that are forfeited or cancelled before expiration, become available for future grants.

The following is a summary of the Company's stock option activity and related information for the year ended December 31, 2024:

	Number of options	Weighted average exercise price	Weighted average contractual term (in years)	Aggregate intrinsic value
Options outstanding at the beginning of the year	265,300	\$ 12.40	2.48	\$ 450
Changes during the year:				
Granted	87,650	\$ 11.19		
Exercised	(44,125)	\$ 8.35		
Forfeited	(2,625)	\$ 11.47		
Options outstanding at the end of the year	<u>306,200</u>	<u>\$ 12.64</u>	<u>3.04</u>	<u>\$ 80</u>
Options exercisable at the end of the year	<u>202,425</u>	<u>\$ 13.24</u>	<u>1.32</u>	<u>\$ 73</u>

The weighted average grant-date fair value of options granted during the years ended December 31, 2024, 2023 and 2022 was \$4.50, \$3.98 and \$8.99, per option, respectively. The aggregate intrinsic value in the table above represents the total intrinsic value (the difference between the Company's closing share price on the last trading day of the fiscal year and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on the last trading day of the fiscal year. This amount changes based on the fair market value of the Company's ordinary shares.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 11:- SHAREHOLDERS' EQUITY (Cont.)

The total intrinsic value of options exercised in the years ended December 31, 2024, 2023 and 2022 was \$97, \$378 and \$2,878, respectively.

The options for employees outstanding as of December 31, 2024 have been separated into ranges of exercise prices, as follows:

Range of exercise price	Number of options outstanding as of December 31, 2024	Weighted average remaining contractual life (in years)	Weighted average exercise price	Number of options exercisable as of December 31, 2024	Weighted average exercise price of exercisable options
\$ 7.08-10.90	115,450	2.14	\$ 9.48	89,800	\$ 9.28
\$ 11.30-30.76	190,750	3.58	\$ 14.56	112,625	\$ 16.40
	<u>306,200</u>	<u>3.04</u>	<u>\$ 12.64</u>	<u>202,425</u>	<u>\$ 13.24</u>

The following is a summary of the Company's RSUs' activity and related information for the year ended December 31, 2024:

	Number of shares	Weighted average grant date fair value
RSUs outstanding at the beginning of the year	1,231,879	\$ 20.35
Changes during the year:		
Granted	512,424	\$ 10.85
Vested	(514,509)	\$ 23.43
Forfeited	(23,350)	\$ 22.54
RSUs outstanding at the end of the year	<u>1,206,444</u>	<u>\$ 14.96</u>

As of December 31, 2024, there was a total of \$7,850 unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the Plan. That cost is expected to be recognized over a weighted-average period of 2.80 years. The total fair value of the Company's RSUs vested during the years ended December 31, 2024, 2023 and 2022 was \$12,053, \$13,363 and \$12,079, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 12:- TAXES ON INCOME

a. Israeli taxation:

1. Measurement of taxable income in dollars:

The Company has elected to measure its taxable income and file its tax return under the Israeli Income Tax Regulations (Principles Regarding the Management of Books of Account of Foreign Invested Companies and Certain Partnerships and the Determination of Their Taxable Income), 1986. Accordingly, results for tax purposes are measured in terms of earnings in dollars. The tax liability, as calculated in dollars is translated into NIS according to the exchange rate as of December 31 of each year.

2. Tax benefits under the Israeli Law for the Encouragement of Capital Investments, 1959 (the "Investment Law"):

The Company's production facilities in Israel have been granted the status of an "Approved Enterprise" in accordance with the Investment Law under four separate investment programs.

In January 2011, an amendment to the Investment Law came into effect (the "Amendment"). According to the Amendment, the benefit tracks in the Investment Law were modified, and a flat tax rate applies to the Company's income subject to the Amendment (the "Preferred Income"). Once an election is made, the Company's income will be subject to the amended tax rate of 16% from 2015 and thereafter (or 9% for a preferred enterprise located in development area A).

In December 2016, the Economic Efficiency Law (Legislative Amendments for Applying the Economic Policy for the 2016 and 2017 Budget Years), 2016, which includes Amendment 73 to the Investment Law ("Amendment 73") was published. According to Amendment 73, a preferred enterprise located in development area A will be subject to a tax rate of 7.5% instead of 9% effective from January 1, 2016 and thereafter (the tax rate applicable to preferred enterprises located in other areas remains at 16%).

Amendment 73 also prescribes special tax tracks for technological enterprises, which are subject to regulations that were issued by the Minister of Finance in May 2017. The new tax tracks under Amendment 73 are as follows: Preferred Technological Enterprise ("PTE") - an enterprise for which total consolidated revenues of its parent company and all subsidiaries are less than NIS 10 billion. A PTE, as defined in the Investment Law, which is located in the center of Israel, will be subject to tax at a rate of 12% on profits deriving from intellectual property (in development area A - a tax rate of 7.5%).

Beginning in January 2020 and with respect to the Company's taxable income from 2020 onwards, the Company elected to apply the terms of the PTE status under the Investments Law.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 12:- TAXES ON INCOME (Cont.)

3. Tax benefits under the law for the Encouragement of Industry (Taxes), 1969 (the “Encouragement Law”):

The Encouragement Law provides several tax benefits for industrial companies. An industrial company is defined as a company resident in Israel, that at least 90% of the income of which in a given tax year exclusive of income from specified government loans, capital gains, interest and dividends, is derived from an industrial enterprise owned by it. An industrial enterprise is defined as an enterprise whose major activity in a given tax year is industrial production activity.

Management believes that the Company is currently qualified as an “industrial company” under the Encouragement Law and, as such, is entitled to tax benefits, including: (i) deduction of purchase of know-how and patents and/or right to use a patent over an eight-year period; (ii) the right to elect, under specified conditions, to file a consolidated tax return with additional related Israeli industrial companies and an industrial holding company; (iii) accelerated depreciation rates on equipment and buildings; and (iv) expenses related to a public offering on the Tel Aviv Stock Exchange Ltd. and on recognized stock markets outside of Israel, such as Nasdaq, are deductible in equal amounts over three years.

Eligibility for benefits under the Encouragement Law is not subject to receipt of prior approval from any governmental authority. The Company believes that the Israeli Tax Authority will agree that the Company qualifies and will continue to qualify as an industrial company, or that the benefits described above will be available to the Company in the future.

4. Tax Benefits for Research and Development:

Section 20a to the Israeli Tax Ordinance allows, under certain conditions, a tax deduction for research and development expenses, including capital expenses, for the year in which they are paid. Such expenses must relate to scientific research in industry, agriculture, transportation, or energy, and must be approved by the relevant Israeli government ministry, determined by the field of research. Furthermore, the research and development must be for the promotion of the company’s business and carried out by or on behalf of the company seeking such tax deduction. However, the amount of such deductible expenses is reduced by the sum of any funds received through government grants for the finance of such scientific research and development projects. Expenses incurred in scientific research that is not approved by the relevant Israeli government ministry will be deductible over a three-year period starting from the tax year in which they are paid. The Company believes that it is eligible for the abovementioned benefit for the majority of its research and development expenses.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data****NOTE 12:- TAXES ON INCOME (Cont.)**

5. Tax rates:

Taxable income of the Israeli companies is subject to a corporate tax rate of 23% in each of the years ended December 31, 2024, 2023 and 2022.

The Company is eligible for tax benefits as a PTE as mentioned in 2 in this Note 12 above.

The deferred tax balances, as of December 31, 2024, have been calculated based on the PTE effective tax rate (see also 2 in this Note 12 above).

b. U.S. taxation:

On December 22, 2017, the Tax Cuts and Jobs Act (the "TCJA") (H.R. 1) was signed into law. This Act includes, among other things, a permanent reduction to the U.S. corporate income tax rate from 35% to 21% effective January 1, 2018, and requires immediate taxation of accumulated, unremitted non-U.S. earnings.

The TCJA also enacted new tax provisions beginning in 2018, including, but not limited to: (i) creating a new provision designed to tax global intangible low tax income ("GILTI"); (ii) generally eliminating U.S. federal taxes on dividends from foreign subsidiaries; (iii) eliminating the corporate alternative minimum tax ("AMT"); (iv) creating the base erosion anti-abuse tax ("BEAT"); (v) establishing a deduction for foreign derived intangible income ("FDII"); (vi) repealing domestic production activity deduction; and (vii) establishing new limitations on deductible interest expense and certain executive compensation.

c. Net operating loss carryforward and deferred taxes in respect thereto:

As of December 31, 2020, the Company has realized all of its carryforward tax losses in Israel, which can be offset against taxable income.

As of December 31, 2024, the Company's Israeli subsidiaries have \$71,541 in net operating loss carryforwards in Israel, which can be carried forward indefinitely.

The Company's U.S. subsidiary has total available carryforward tax losses of approximately \$5,738 to offset against future U.S. federal taxable gains. These carryforward tax losses expire between 2025 and 2032. As of December 31, 2024, the Company's U.S. subsidiary recorded a deferred tax asset of \$1,487 in respect of such carryforward tax losses.

Utilization of U.S. net operating losses may be subject to substantial annual limitations due to the "change in ownership" provisions of the Internal Revenue Code of 1986 and similar state provisions. The annual limitation may result in the expiration of net operating losses before utilization.

d. Income before taxes on income is comprised as follows:

	Year Ended December 31,		
	2024	2023	2022
Domestic	\$ 7,618	\$ 5,110	\$ 25,434
Foreign	7,478	9,262	8,749
	<u>\$ 15,096</u>	<u>\$ 14,372</u>	<u>\$ 34,183</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 12:- TAXES ON INCOME (Cont.)

- e. Taxes on income (tax benefits) are comprised as follows:

	Year Ended December 31,		
	2024	2023	2022
Current taxes:			
Domestic	\$ 3,328	\$ 2,030	\$ 3,707
Foreign	1,005	2,013	35
	<u>4,333</u>	<u>4,043</u>	<u>3,742</u>
Deferred tax expense (benefit):			
Domestic	(85)	(14)	269
Foreign	(4,463)	1,563	1,706
	<u>(4,548)</u>	<u>1,549</u>	<u>1,975</u>
	<u>\$ (215)</u>	<u>\$ 5,592</u>	<u>\$ 5,717</u>

- f. Deferred income taxes:

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Group's deferred tax liabilities and assets are as follows:

	December 31,	
	2024	2023
Deferred tax assets:		
Net operating loss carryforward	\$ 17,982	\$ 21,316
Operating lease liabilities	4,011	4,321
Marketable Securities	404	1,409
Derivatives	-	22
Reserves and allowances	7,858	7,292
Net deferred tax assets before valuation allowance	29,429	34,360
Less - valuation allowance	(15,629)	(23,897)
Deferred tax asset	<u>\$ 13,800</u>	<u>\$ 10,463</u>
Deferred tax liability:		
Operating lease ROU assets	\$ (3,961)	\$ (4,256)
Derivatives	(267)	-
Other	(108)	(232)
Deferred tax liability	<u>\$ (4,336)</u>	<u>\$ (4,488)</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 12:- TAXES ON INCOME (Cont.)

A valuation allowance is provided when it is more likely than not that the deferred tax assets will not be realized. The Group has established a valuation allowance to offset certain deferred tax assets as of December 31, 2024 and 2023 due to the uncertainty of realizing future tax benefits from its deferred tax assets. For the year ended December 31, 2024, the Company's U.S. subsidiary recognized a tax benefit of \$5,522 attributable to the release of valuation allowance related to net operating loss carryforwards and other temporary differences.

g. Reconciliation of the theoretical tax expenses:

A reconciliation between the theoretical tax expense, assuming all income is taxed at the Israeli statutory corporate tax rate applicable to the income of the Company, and the actual tax expense (benefit) as reported in the statement of operations is as follows:

	<u>Year Ended December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Income before taxes, as reported in the consolidated statements of operations	\$ 15,096	\$ 14,372	\$ 34,183
Israeli statutory corporate tax rate	23.0 %	23.0 %	23.0 %
Theoretical tax expense on the above amount at the Israeli statutory corporate tax rate	\$ 3,472	\$ 3,304	\$ 7,861
Impact of Preferred Technological Enterprise status	(3,077)	(608)	(3,031)
Changes in tax reserve for uncertain tax positions	(67)	47	90
Adjustments for previous years' taxes	2,536	486	448
Impact of income tax at rates other than the Israeli statutory corporate tax rate	2,131	749	(375)
Share-based compensation expenses see Note 11c.	1,914	1,289	329
Losses and temporary differences for which valuation allowance was provided	(7,363)	198	453
Impact of tax rate change	-	-	152
Other	239	127	(210)
Actual tax expense (benefit)	\$ (215)	\$ 5,592	\$ 5,717

h. Tax assessments:

The Company received final tax assessments through 2022.

The statute of limitations related to tax returns of the Company's U.S. subsidiary for all tax years up to and including 2020 has lapsed.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 13:- FINANCIAL INCOME (EXPENSES), NET

	Year Ended December 31,		
	2024	2023	2022
Financial expenses:			
Loss related to non-hedging derivative instruments	\$ (1,949)	\$ (1,565)	\$ (331)
Amortization of marketable securities premiums and accretion of discounts, net	(1,120)	(1,348)	(1,513)
Exchange rate differences	(506)	(205)	-
Loss from financial investments	(1,147)	-	-
Other	(296)	(327)	(358)
	<u>(5,018)</u>	<u>(3,445)</u>	<u>(2,202)</u>
Financial income:			
Gain related to non-hedging derivative instruments	16	24	-
Exchange rate differences	-	-	1,325
Gain from financial investments	-	333	937
Interest income, net	2,907	3,036	2,804
	<u>2,923</u>	<u>3,393</u>	<u>5,066</u>
Financial income (expenses), net	<u>\$ (2,095)</u>	<u>\$ (52)</u>	<u>\$ 2,864</u>

NOTE 14:- EARNINGS PER SHARE

	Year Ended December 31,		
	2024	2023	2022
Numerator:			
Net income	<u>\$ 15,311</u>	<u>\$ 8,780</u>	<u>\$ 28,466</u>
Denominator:			
Denominator for basic earnings per share - weighted average number of ordinary shares, net of treasury stock	30,200,210	31,400,900	31,849,422
Effect of dilutive securities:			
Employee stock options and RSUs	<u>435,878</u>	<u>177,813</u>	<u>650,719</u>
Denominator for diluted earnings per share - adjusted weighted average number of shares	<u>30,636,088</u>	<u>31,578,713</u>	<u>32,500,141</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 15:- SEGMENT AND GEOGRAPHIC INFORMATION

The Group operates in one operating and reportable segment. Operating segments are defined as components of an enterprise about which separate financial information is evaluated regularly by the chief operating decision maker. The Group's chief operating decision maker ("CODM") is its Chief Executive Officer, who reviews financial information presented on a consolidated basis. The CODM uses consolidated net income to assess financial performance and allocate resources.

The following table summarizes the Group's segment revenue, significant segment expenses, and segment net income:

	Year Ended December 31,		
	2024	2023	2022
Revenue	\$242,176	\$244,383	\$275,093
Less:			
Payroll expenses - included in cost of revenues ⁽¹⁾	7,328	7,339	7,961
Payroll expenses - included in operating expenses ⁽¹⁾	108,424	110,680	115,630
Office rent and maintenance	11,974	11,445	7,803
Other segment items ⁽²⁾	106,468	113,478	123,194
Net income	<u>\$ 15,311</u>	<u>\$ 8,780</u>	<u>\$ 28,466</u>

(1) Payroll expenses exclude share-based compensation expenses.

(2) Other segment items include other cost of revenues, depreciation and amortization, share based compensation, other research and development, other selling and marketing, other general and administrative, financial income, and taxes on income.

Revenues in the table below are attributed to geographical areas, based on the location of the end customers.

The following presents total revenues for the years ended December 31, 2024, 2023 and 2022 and long-lived assets (including ROU assets) as of December 31, 2024, 2023 and 2022.

	Year Ended and as of December 31,					
	2024		2023		2022	
	Total revenues	Long-lived assets	Total revenues	Long-lived assets	Total revenues	Long-lived assets
Americas, principally the United States	\$ 125,204	\$ 4,684	\$ 126,419	\$ 5,026	\$ 139,583	\$ 3,588
Europe	76,624	180	78,939	290	87,679	328
Eastern Asia	32,745	829	35,352	859	42,108	901
Israel	7,603	54,651	3,673	42,451	5,723	14,231
	<u>\$ 242,176</u>	<u>\$ 60,344</u>	<u>\$ 244,383</u>	<u>\$ 48,626</u>	<u>\$ 275,093</u>	<u>\$ 19,048</u>

The Group has derived approximately 46% of its revenues for the year ended December 31, 2024 from sales in the United States.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 16:- DERIVATIVE INSTRUMENTS

The Group enters into hedging transactions with a major financial institution, using derivative instruments, primarily forward contracts and options to purchase and sell foreign currencies, in order to reduce the net currency exposure associated with anticipated expenses (primarily salaries and rent expenses) in currencies other than the dollar. The Group currently hedges such future exposures for a maximum period of two years. However, the Group may choose not to hedge certain foreign currency exchange exposures for a variety of reasons, including, but not limited, to immateriality, accounting considerations and the prohibitive economic cost of hedging particular exposures. There can be no assurance the hedges will offset more than a portion of the financial impact resulting from movements in foreign currency exchange rates.

As of December 31, 2024 and 2023, the Group had a net unrealized gain (loss) associated with cash flow hedges of (\$2,164) and \$175, respectively, recorded in other comprehensive income (loss).

As of December 31, 2024 and 2023, the par value of the Group's outstanding forward and options contracts in the amount of \$60,000 and \$105,000, respectively, which were designated as cash flow hedges. In addition, as of December 31, 2024, the Group had no outstanding forward and options contracts which are not designated as hedging contracts. As of December 31, 2023, the Group had \$6,500 outstanding forward contracts which are not designated as hedging contracts.

The fair value of the Group's outstanding derivative instruments and the effect of derivative instruments in cash flow hedging relationship on other comprehensive income for the years ended December 31, 2024 and December 31, 2023, are summarized below:

Foreign exchange forward and options contracts	Balance sheet	December 31,	
		2024	2023
Fair value of foreign exchange forward and options	Other payables and accrued expenses	-	\$ (461)
Fair value of foreign exchange forward and options collar (cylinder) contracts	"Other receivables and prepaid expenses"	\$ 2,430	-
Loss recognized in other comprehensive income	"Other comprehensive income (loss)"	\$ 2,164	\$ (175)

The effect of derivative instruments in cash flow hedging relationship on income for the years ended December 31, 2024 and 2023, is summarized below:

Foreign exchange forward and options contracts	Comprehensive Income (loss)	Year Ended December 31,	
		2024	2023
Comprehensive loss from derivatives before reclassifications	"Other comprehensive income (loss)"	\$ (306)	\$ (2,165)
Loss reclassified from accumulated other comprehensive income (loss)	"Operating expenses (income)"	\$ 2,645	\$ 6,567

NOTE 17:- SUBSEQUENT EVENTS

- a. On February 4, 2025, the Company declared a cash dividend of \$0.18 per share. The dividend, which was in the aggregate amount of approximately \$5.3 million, was paid on March 6, 2025 to all of the Company's shareholders of record as of February 20, 2025.
- b. Subsequent to December 31, 2024, the Company repurchased additional 477,045 of its ordinary shares for an aggregate consideration of \$4,979.

**AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
AUDIOCODES LTD.**

DEFINITIONS; INTERPRETATION

1. In these Articles, each of the following terms (whether or not capitalized) shall bear the meaning set opposite to it, unless the context otherwise requires:

T E R M S	M E A N I N G S
“Articles”	These Amended and Restated Articles of Association, as may be amended from time to time.
“Auditor” (<i>Roeh Cheshbon Mevaker</i>)	As defined under the Companies Law.
“Board”	The Board of Directors of the Company.
“CEO”	Chief Executive Officer, also referred to under the Companies Law as the General Manager.
“Class Meeting”	A meeting of the holders of a class of shares.
“Chairman”	Chairman of the Board.
“Companies Law”	The Israeli Companies Law, 5759-1999 and the regulations promulgated thereunder, in each case, as amended from time to time.
“Company”	AudioCodes Ltd.
“Distribution”	As defined under the Companies Law.
“External Director”	As defined under the Companies Law.
“General Meeting”	An Annual General Meeting or Special General Meeting of the Company’s shareholders (each as defined in Article 35 of these Articles), as the case may be.
“NIS”	New Israeli Shekel.
“Office”	The registered office of the Company from time to time.
“Office Holder”	As defined under the Companies Law.
“Ordinary Share(s)”	The Company’s Ordinary Shares, NIS 0.01 par value each.
“Person”	A company, corporate body, partnership, corporation, limited liability company, association, trust, unincorporated organization, or a government or agency or political subdivision thereof, or an individual.
“Preferred Share(s)”	The Company’s Preferred Shares, NIS 0.01 par value each.

“Register”	The Company’s shareholders register, maintained in accordance with the Companies Law.
“Simple Majority”	A majority of more than fifty percent (50%) of the votes cast by those shareholders voting in person or by proxy (including by voting deed), not taking into consideration abstaining votes.
“Special Majority”	A majority of sixty-six and two-thirds percent (66 2/3%) or more of the votes cast by those shareholders voting in person or by proxy (including by voting deed), not taking into consideration abstaining votes.
“Statutes”	The Companies Law and, to the extent applicable to the Company, the Israeli Companies Ordinance (New Version) 5743-1983, the Israeli Securities Law, 5728-1968 (the “ Securities Law ”) and all applicable laws and regulations applicable in any relevant jurisdiction (including without limitation U.S. federal laws and regulations), and rules of any stock market in which the Company’s shares are registered for trading as shall be in force from time to time.

Subject to the provisions of this Article 1 and unless the context necessitates another meaning, terms and expressions in these Articles which have been defined in the Statutes shall have the meanings ascribed to them therein.

- Words importing the singular shall include the plural, and *vice versa*. Any pronoun shall include the corresponding masculine, feminine and neuter forms; and words importing persons shall include corporate bodies.

Any provision or part thereof of these Articles, prohibited by applicable law, shall be ineffective, without invalidating any other part of these Articles.

NAME OF THE COMPANY

- The name of the Company is AudioCodes Ltd (and in Hebrew: אודיוקודס בע"מ).

OBJECTIVES

- The objectives of the Company shall be to engage in any legal occupation or business.

PUBLIC COMPANY

- The Company is a public company as such term is defined in, and for so long as it qualifies as such under, the Companies Law.

LIMITED LIABILITY

- The liability of each shareholder for the Company’s obligations is limited to the payment of the par value of the shares held by such shareholder, subject to the provisions of the Companies Law.

CAPITAL, SHARES AND RIGHTS

7. The registered share capital of the Company consists of NIS 2,025,000, divided into 200,000,000 (Two Hundred Million) Ordinary Shares, par value NIS 0.01 per share and 2,500,000 (Two Million, Five Hundred Thousand) Preferred Shares, par value NIS 0.01 per share.
8. Each issued Ordinary Share entitles its holder to the rights as described below:
 - 8.1 The equal right to participate in and vote at a General Meeting, and each of the shares in the Company shall entitle the holder thereof, who is present at the General Meeting and participating in the vote, whether in person, or by proxy, to one vote.
 - 8.2 The equal right to participate in any Distribution or distribution of bonus shares.
 - 8.3 The equal right to participate in the distribution of assets available for distribution in the event of liquidation of the Company.
9. The Preferred Shares may be issued from time to time as shares of one or more series, with such distinctive serial designations as may be stated or expressed in the resolution or resolutions providing for the issuance of such shares from time to time adopted by the Board. In the resolution or resolutions providing for the issuance of such shares, the Board is expressly authorized, without the need for shareholder action, to fix the terms and preferences of the shares of such series, including without limitation the dividend rate, the redemption price, the voting rights, the right or obligation of the Company to redeem the shares, and the terms upon which the shares are convertible into or exchangeable for shares of any other class or classes.
10. If two or more persons are registered as joint holders of any shares, any one of such persons may give effectual receipts for any dividend or other monies in respect of such share and his or her confirmation will bind all holders of such share. Any payment for a share shall be initially credited against the par value of said share and any excess amount shall be credited as a premium for said share, unless determined otherwise in the conditions of the allocation.

SHARE CERTIFICATES

11. A shareholder who is registered in the Register is entitled to receive from the Company, without payment and at such shareholder's request, within a period of three months after the allocation or registration of the transfer, one share certificate with respect to all the shares registered in his name, which shall specify the aggregate number of the shares held by such shareholder. In the event of a jointly held share, the Company shall issue one share certificate for all the joint holders of the share, and the delivery of such certificate to one of the joint holders shall be deemed to be delivery to all of them. Every certificate shall bear the Company's stamp or seal or a facsimile copy thereof and be signed by an Office Holder of the Company, a director of the Company, the Company's corporate secretary or by any other person appointed by the Board for such purpose.
12. The Company may issue a new certificate *in lieu of* a certificate that was issued and was lost, defaced, or destroyed, on the basis of such proof and guarantees as the Company may require, and after payment of an amount that shall be prescribed by the Company, and the Company may also replace existing certificates with new certificates, free of charge, subject to such conditions as the Company shall stipulate.

REGISTERED HOLDER

13. Except as otherwise provided in these Articles, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and, accordingly, shall not, except as ordered by a court of competent jurisdiction, or as required by statute, be bound to recognize any equitable or other claim to, or interest in such share on the part of any other person.
14. To the extent required by the Companies Law, a trustee must inform the Company of the fact that such trustee is holding shares of the Company in trust for another person at such time as may be required by the Companies Law. The Company shall register that fact in the Register in respect of such shares. The trustee shall be deemed to be the sole holder of said shares.

TRANSFER OF SHARES

15. Subject to the Statutes, and subject to any applicable agreements or undertakings of any specific shareholder, the shares shall be freely transferable.
16. A transfer of registered shares shall be made in writing or any other manner, in a form specified by the Board or the transfer agent appointed by the Company, and such transfer form should be signed by both the transferee and the transferor and delivered to the Office or to such transfer agent, together with the certificates of the shares due to be transferred, if such certificates have been issued. The Board may approve other methods of recognizing the transfer of shares in order to facilitate the trading of the Company's shares on the New York Stock Exchange, Nasdaq or on any other applicable stock exchange. The transferee shall be deemed to be the shareholder with respect to the transferred shares only from the date of registration of his name in the Register.
17. Notwithstanding anything to the contrary herein, shares registered in the name of The Depository Trust Company or its nominee shall be transferrable in accordance with the policies and procedures of The Depository Trust Company.
18. The Board may close the Register and suspend the registration of transfers for such period of time as the Board shall deem fit, provided that the period of closure of any such book shall not exceed 30 days each year. The Company shall notify the shareholders of such decision.

TRANSMISSION OF SHARES

19. In the case of the death, liquidation, bankruptcy, dissolution, winding-up or a similar occurrence of a shareholder, the legal successors, receivers or liquidators (as the case may be) of such shareholder shall be the only persons recognized by the Company as having any title to such shares, but nothing herein contained shall release the estate of the predecessor from any liability in respect of such shares.
20. The legal successors may, upon producing such evidence of title as the Board shall require, be registered themselves as holders of the shares, or subject to the provisions as to transfers herein contained, transfer the same to some other person.

CALLS ON SHARES

21. The Board may, from time to time, make such calls as it may deem appropriate upon shareholders with respect to any sum unpaid in respect of shares held by such shareholders which is not, by the terms of allotment thereof or otherwise, payable at a fixed time, and each shareholder shall pay the amount of every call so made upon him (and of each installment

thereof if the same is payable in installments), to the person(s) and at the time(s) and place(s) designated by the Board, as any such time(s) may be thereafter extended or such person(s) or place(s) changed. Unless otherwise stipulated by the Board (and in the notice hereafter referred to), each payment in response to a call shall be deemed to constitute a pro rata payment on account of all shares in respect of which such call was made.

22. Notice of any call shall be given in writing to the applicable shareholder(s) not less than fourteen (14) days prior to the time of payment, specifying the time and place of payment, and designating the person to whom and the place where such payment shall be made; provided, however, that before the time for any such payment, the Board may, by notice in writing to such shareholder(s), revoke such call in whole or in part, extend such time, or alter such designated person or place. In the event of a call payable in installments, only one notice thereof need be given.
23. If, by the terms of allotment of any share or otherwise, any amount is made payable at any fixed time, every such amount shall be payable at such time as if it were a call duly made by the Board and of which due notice had been given, and all the provisions herein contained with respect to calls shall apply to each such amount.
24. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof and all interest payable thereon.
25. Any amount unpaid in respect of a call shall bear interest from the date on which it is payable until actual payment thereof, at such rate (not exceeding the then prevailing debtor rate charged by leading commercial banks in Israel), and at such time(s) as the Board may prescribe.
26. A shareholder shall not be entitled to his rights as shareholder, including the right to dividends, unless such shareholder has fully paid all the notices of call delivered to him, or which according to these Articles are deemed to have been delivered to him, together with interest, linkage and expenses, if any, unless otherwise determined by the Board. Upon the allotment of shares, the Board may provide for differences among the allottees of such shares as to the amount of calls or the times of payment thereof.

ALTERATIONS OF THE REGISTERED SHARE CAPITAL

27. Subject to the Statutes, the Company's shareholders at a General Meeting may from time to time resolve to:
 - 27.1 alter or add classes of shares that shall constitute the Company's registered capital, including shares with preference rights, deferred rights, conversion rights or any other special rights or limitations;
 - 27.2 increase the Company's registered share capital by creating new shares either of an existing class or of a new class;
 - 27.3 consolidate or split all or any of its share capital into shares of larger or smaller par value than the existing shares;
 - 27.4 cancel any registered shares not yet allocated, provided that the Company has made no commitment to allocate such shares; and
 - 27.5 reduce the Company's share capital and any reserved fund for redemption of capital.

28. In executing any resolution adopted according to Article 27 above, the Board may, at its discretion, resolve any related issues.
29. If as a result of a consolidation or split of shares authorized under these Articles, fractions of a share will stand to the credit of any shareholder, the Board is authorized at its discretion, to act as follows:
 - 29.1 determine that fractions of shares that do not entitle their owners to a whole share, will be sold by the Company and that the consideration for the sale be paid to the beneficiaries, on terms the Board may determine;
 - 29.2 allot to every shareholder, who holds a fraction of a share resulting from a consolidation or split, shares of the class that existed prior to the consolidation or split, in a quantity that, when consolidated with the fraction, will constitute a whole share, and such allotment will be considered valid immediately prior to the consolidation or split;
 - 29.3 determine the manner for paying the amounts to be paid for shares allotted in accordance with Article 29.2 above, including on account of bonus shares; or
 - 29.4 determine that the owners of fractions of shares will not be entitled to receive a whole Share in respect of a share fraction or that they may receive a whole share with a different par value than that of the fraction of a share.
30. Except as otherwise provided by or pursuant to these Articles or by the conditions of issue, any new share capital shall be considered as part of the original share capital, and shall be subject to the same provisions of these Articles with reference to payment of calls, lien, transfer, transmission, forfeiture and otherwise, which applies to the original share capital.

MODIFICATION OF CLASS RIGHTS

31. If at any time the share capital is divided into different classes of shares, any change to the rights and privileges of the holders of any such class of shares shall require the approval of a Class Meeting of such class of shares by a Simple Majority (unless otherwise provided by the Statutes or by the terms of issue of the shares of that class), in addition to the Simple Majority of all classes of shares voting together as a single class at a General Meeting.
32. The rights and privileges of the holders of any class of shares shall not be deemed to have been altered by creating or issuing shares of any class, including a new class (unless otherwise provided by the terms of issue of the shares of that class).

BORROWING POWERS

33. The Company may, by resolution of the Board, from time to time, raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company. The Company, by resolution of the Board, may also raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it deems fit, and in particular by the issue of debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its unissued or its uncalled capital for the time being. Issuance of any series of debentures shall require Board approval.

BUSINESS COMBINATIONS WITH INTERESTED SHAREHOLDERS

34. Notwithstanding any other provision of these Articles and subject to the provisions of applicable law, the Company shall not engage in any Business Combination (as defined below) with any Interested Shareholder (as defined below) for a period of three (3) years following the time that such shareholder became an Interested Shareholder, unless:
- 34.1 prior to the time that such shareholder became an Interested Shareholder, the Board approved either the Business Combination or the transaction which resulted in the shareholder becoming an Interested Shareholder;
 - 34.2 upon consummation of the transaction which resulted in the shareholder becoming an Interested Shareholder, the Interested Shareholder owned at least 85% of the Voting Shares (as defined below) of the Company outstanding at the time the transaction commenced excluding for purposes of determining the Voting Shares outstanding (but not the outstanding Voting Shares owned by the Interested Shareholder) those shares owned by persons who are directors and also officers; or
 - 34.3 at the time that such shareholder became an Interested Shareholder, or subsequent to such time, the Business Combination is approved by the Board and authorized at a general meeting of shareholders by the affirmative vote of at least 66 2/3% of the Voting Shares outstanding that are not owned by the Interested Shareholder.

The restrictions set forth in this Article shall not apply if shareholder becomes an Interested Shareholder inadvertently and (i) as soon as practicable divests itself of ownership of sufficient shares so that the shareholders ceases to be an interested shareholder; and (ii) would not, at any time within the 3-year period immediately prior to a Business Combination between the Company and such shareholder, have been an Interested Shareholder but for the inadvertent acquisition of ownership.

As used in this Article only, the term:

(i) "Affiliate" means a Person (as defined below) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with another Person.

(ii) "Associate" when used to indicate a relationship with any Person, means (A) any corporation, partnership, unincorporated association or other entity of which such Person is a director, officer or partner or is, directly or indirectly, the owner of twenty percent (20%) or more of any class of Voting Shares, (B) any trust or other estate in which such Person has at least a twenty percent (20%) beneficial interest or as to which such Person serves as trustee or in a similar fiduciary capacity, and (C) any relative or spouse of such Person, or any relative of such spouse, who has the same residence as such Person.

(iii) "Business Combination" when used in reference to the Company and any Interested Shareholder of the Company, means:

A. any merger or consolidation of the Company or any direct or indirect majority owned subsidiary of the Company with (1) the Interested Shareholder, or (2) with any other corporation, partnership, unincorporated association or other entity if the merger or consolidation is caused by the Interested Shareholder and as a result of such merger or consolidation subsection (a) of this Article is not applicable to the surviving entity;

B. any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions), except proportionately as a shareholder of such Company, to or with the Interested Shareholder, whether as part of a dissolution or otherwise, of assets of the Company or of any direct or indirect majority owned subsidiary of the Company, which assets have an aggregate market value equal to ten percent (10%) or more of either the aggregate market value of all of the assets of the Company determined on a consolidated basis or the aggregate market value of all of the outstanding shares of the Company;

C. any transaction which results in the issuance or transfer by the Company or by any direct or indirect majority-owned subsidiary of the Company of any shares of the Company or of such subsidiary to the Interested Shareholder, except (1) pursuant to the exercise, exchange or conversion of securities exercisable for or convertible into shares of the Company or any such subsidiary, which securities were outstanding prior to the time that the Interested Shareholder became such; (2) pursuant to a dividend or distribution paid or made, or the exercise, exchange or conversion of securities exercisable for, exchangeable for or convertible into shares of the Company or any such subsidiary, which security is distributed pro-rata to all holders of shares of the Company subsequent to the time the Interested Shareholder became such; (3) pursuant to an exchange offer by the Company to purchase shares made on the same terms to all holders of said shares; or (4) any issuance or transfer of shares by the Company; provided, that in no case under (2) through (4) above shall there be an increase in the Interested Shareholder's proportionate share of the shares or of the voting shares of the Company;

D. any transaction involving the Company or any direct or indirect majority-owned subsidiary of the Company which has the effect directly or indirectly of increasing the proportionate share of the shares of any class or series or securities convertible into the shares of any class or series of the Company or of any such subsidiary which is owned by the Interested Shareholder except as a result of immaterial changes due to fractional share adjustments or as a result of any purchase or redemption of any shares not caused, directly or indirectly, by the Interested Shareholder; or

E. any receipt by the Interested Shareholder of the benefit, directly or indirectly (except proportionately as a shareholder of such company), of any loans, advances, guarantees, pledges or any other financial benefits (other than those expressly permitted in subparagraphs A. through D. above) provided by or through the Company or any direct or indirect majority owned subsidiary.

(iv) "Control" including the term "Controlling", "Controlled by" and "Under Common Control with" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of Voting Shares, by contract or otherwise. A Person who is the owner of twenty percent (20%) or more of the outstanding Voting Shares of any corporation, partnership, unincorporated association or other entity shall be presumed to have control of such entity. Notwithstanding the foregoing, a presumption of control shall not apply where such Person holds Voting Shares in good faith and not for the purpose of circumventing this Article as an agent, bank, broker, nominee, custodian or trustee for one or more owners who do not individually or as a group have control of such entity.

(v) "Interested Shareholder" means any person (other than the Company and any direct or indirect majority-owned subsidiary of the Company) that (A) is the Owner of fifteen percent (15%) or more of the outstanding Voting Shares of the Company, or (B) is an Affiliate or Associate of the Company and was the Owner of fifteen percent (15%) or more of the outstanding Voting Shares of the Company at any time within the 3-year period immediately

prior to the date on which it is sought to be determined whether such person is an Interested Shareholder, and the Affiliates and Associates of such person. Notwithstanding the foregoing, the term Interested Shareholder shall not include any Person whose ownership of outstanding Voting Shares in excess of the fifteen percent (15%) limitation set forth herein is the result of action taken solely by the Company; provided that such Person shall be an Interested Shareholder if thereafter such person acquires, without prior approval of the Board, additional Voting Shares of the Company, except as a result of further corporate action not caused, directly or indirectly, by such Person. For the purpose of determining whether a person is an Interested Shareholder, the Voting Shares of the Company deemed to be outstanding shall include shares deemed to be owned by the person through application of paragraph (ix) of this subsection but shall not include any other unissued shares of the Company which may be issuable pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, warrants or options, or otherwise.

(vi) "Person" means any individual, corporation, partnership, unincorporated association or other entity.

(vii) "Share" means with respect to any corporation shares of its capital and with respect to any other entity any equity interest.

(viii) "Voting Shares" means with respect to any corporation Shares of any class or series entitled to vote generally in the election of directors and, with respect to any entity that is not a corporation, any equity interest entitled to vote generally in the election of the governing body of such entity.

(ix) "Owner" including the terms "own" and "owned", when used with respect to any Share, means a Person that individually or with or through any of its Affiliates or Associates:

A. beneficially owns such share, directly or indirectly: or

B. has (1) the right to acquire such share (whether such right is exercisable immediately or only after the passage of time) pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, warrants or options, or otherwise; provided however, that a Person shall not be deemed the owner of share tendered pursuant to a tender or exchange; or (2) the right to vote such share pursuant to any agreement, arrangement or understanding; provided however, that a person shall not be deemed the owner of any share because of such person's right to vote such share if the agreement, arrangement, or understanding to vote such share arises solely from a recoverable proxy or consent given in response to a proxy or consent solicitation made to ten (10) or more Persons: or

C. has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting (except voting pursuant to a revocable proxy or consent as described in item (2) of clause B of this paragraph) or disposing of such Share with any other Person that beneficially owns or whose Affiliates or Associates beneficially own, directly or indirectly, such share.

Any change to this Article 34 shall only be carried out by a resolution of the shareholders of the Company, adopted by the holders of securities representing at least 85% of the Voting Shares of the Company then outstanding.

GENERAL MEETINGS

35. An annual general meeting of the Company's shareholders ("**Annual General Meeting**") shall be held at least once a calendar year, at such place and time as determined by the Board, but not later than fifteen (15) months after the last Annual General Meeting. All other general meetings of the Company's shareholders shall be called "**Special General Meetings**". The Annual General Meeting shall review the Company's financial statements and shall transact any other business required pursuant to these Articles or the Companies Law, and any other matter as shall be determined by the Board.
36. The Board may convene a Special General Meeting by its resolution, and is required to convene a Special General Meeting should it receive a request, in writing, from a person or persons entitled, under the Companies Law, to demand such meeting. Any request for convening a Special General Meeting must specify the purposes for which the meeting is to be called, shall be signed by the persons requesting the meeting, and shall be delivered to the Company's registered offices.
37. In addition, subject to the Statutes, these Articles (including this Article 37), the Board may accept a request of a shareholder holding not less than 1% of the voting rights at a General Meeting (the "**Proposing Shareholder**") to include a subject in the agenda of a General Meeting ("**Proposal Request**"), provided that such subject is a proper subject for action by shareholders under the Companies Law and these Articles and only if the request also sets forth: (a) the name, address, telephone number, and email address of the Proposing Shareholder and, if an entity, the name(s) of the person(s) that controls or manages such entity; (b) the number of shares of the Company held by the Proposing Shareholder(s), directly or indirectly (and, if any of such shares are held indirectly, an explanation of how they are held and by whom), which shall be in such number no less than as is required to qualify as a Proposing Shareholder, accompanied by evidence satisfactory to the Company of the record holding of such shares by the Proposing Shareholder(s) as of the date of the Proposal Request, and a representation that the Proposing Shareholder(s) intends to appear in person or by proxy at the General Meeting; (c) the matter requested to be included on the agenda of a General Meeting, all information related to such matter, the reason that such matter is proposed to be brought before the General Meeting, the complete text of the resolution that the Proposing Shareholder proposes to be voted upon at the General Meeting and, if the Proposing Shareholder wishes to have a position statement in support of the proposal request, a copy of such position statement that complies with the requirement of any applicable law (if any); (d) a description of all arrangements or understandings between the shareholder and any other Person or Persons (naming such Person or Persons) in connection with the subject which is requested to be included in the agenda and a declaration signed by all Proposing Shareholder(s) of whether any of them has a personal interest in the matter and, if so, a description in reasonable detail of such personal interest; (e) a description of all Derivative Transactions (as defined below) by each Proposing Shareholder(s) during the previous twelve (12) month period, including the date of the transactions and the class, series and number of securities involved in, and the material economic terms of, such Derivative Transactions; and (f) a declaration that all the information that is required under the Companies Law and any other applicable law and stock exchange rules and regulations to be provided to the Company in connection with such subject, if any, has been provided. Furthermore, the Board, may, in its discretion to the extent it deems necessary, request that the shareholders making the request provide additional information necessary so as to include a subject in the agenda of a General Meeting, as the Board may reasonably require.

In order for the Board to consider a Proposal Request and whether to include the matter stated therein in the agenda of a General Meeting, notice of the Proposal Request must be timely delivered in accordance with applicable laws. The Proposal Request must be in writing, signed by all of the Proposing Shareholder(s) making such request, delivered, either in person or by certified mail, postage prepaid, and received by the Company's corporate secretary (or, in the absence thereof, by the CEO). The announcement of an adjournment or postponement of a General Meeting shall not commence a new time period (or extend any time period) for the delivery of a Proposal Request as described above.

A “**Derivative Transaction**” means any agreement, arrangement, interest or understanding entered into by, or on behalf or for the benefit of, any Proposing Shareholder or any of its affiliates or associates, whether of record or beneficial: (1) the value of which is derived in whole or in part from the value of any class or series of shares or other securities of the Company, (2) which otherwise provides any direct or indirect opportunity to gain or share in any gain derived from a change in the value of securities of the Company, (3) the effect or intent of which is to mitigate loss, manage risk or benefit of security value or price changes, or (4) which provides the right to vote or increase or decrease the voting power of, such Proposing Shareholder, or any of its affiliates or associates, with respect to any shares or other securities of the Company, which agreement, arrangement, interest or understanding may include, without limitation, any option, warrant, debt position, note, bond, convertible security, swap, share appreciation right, short position, profit interest, hedge, right to dividends, voting agreement, performance-related fee or arrangement to borrow or lend shares (whether or not subject to payment, settlement, exercise or conversion in any such class or series), and any proportionate interest of such Proposing Shareholder in the securities of the Company held by any general or limited partnership, or any limited liability company, of which such Proposing Shareholder is, directly or indirectly, a general partner or managing member.

The information required pursuant to this Article shall be updated as of (i) the record date of the General Meeting, (ii) five days before the General Meeting, and (iii) as of the General Meeting, and any adjournment or postponement thereof.

38. Subject to applicable law, the Board shall determine the agenda of any General Meeting.

39. An amendment to Articles 37, 38 or this Article 39 shall require a Special Majority.

Notice of General Meetings

40. Unless otherwise required by the Companies Law and these Articles, the Company is not required to give notice of any General Meeting. A notice of General Meeting shall be published by the Company on the website of (i) the United States Securities and Exchange Commission (the “SEC”), and (ii) the Company, as a Current Report on Form 6-K or Form 8-K (or such other form prescribed by the Statutes), at least 21 days prior to the General Meeting (or earlier if so required under the Statutes) and, if so published, shall be deemed to have been duly given on the date of such publication to any shareholder.

PROCEEDINGS AT GENERAL MEETINGS

Quorum

No business shall be transacted at any General Meeting, or at any adjournment thereof, unless the quorum required under these Articles for such General Meeting, or such adjourned General Meeting, as the case may be, is present when the General Meeting proceeds to business.

Except as provided in the following Article with regard to an adjourned General Meeting, the quorum for any General Meeting shall be the presence of at least two shareholders in person or by proxy (including by voting deed) holding thirty-three and a third percent (33.33%) or more of the voting rights in the Company. For this purpose, abstaining shareholders shall be deemed present at the General Meeting.

41. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the General Meeting shall stand adjourned to the same day in the following week at the same time and place or to such other day, time and place as the Board may indicate in a notice to the shareholders. At such adjourned General Meeting any number of shareholders shall constitute a quorum for the business for which the original General Meeting was called.

Chairman of the General Meeting

42. The Chairman shall preside as chairman of every General Meeting. If at any General Meeting the Chairman is not present within fifteen (15) minutes after the time fixed for holding the General Meeting or is unwilling to act as chairman of the General Meeting, any of the following may preside as chairman of the General Meeting (and in the following order): Director, CEO, Chief Financial Officer, Secretary, General Legal Counsel, or any person designated by any of the foregoing. If at any such General Meeting none of the foregoing persons is present or all are unwilling to act as chairman of the General Meeting, the shareholders present (in person or by proxy) shall choose a shareholder or its proxy present at the General Meeting to be chairman of the General Meeting.
43. A General Meeting, the consideration of any matter on its agenda or the resolution on any matter on its agenda, may be postponed or adjourned, from time to time and from place to place: (i) by the chairman of a General Meeting at which a quorum is present (and he shall if so directed by the General Meeting, with the consent of the holders of a majority of the voting power represented in person or by proxy and voting on the question of adjournment); or (ii) by the Board (whether prior to or at a General Meeting), but no business shall be transacted at any such adjourned General Meeting except business which might lawfully have been transacted at the General Meeting as originally called, or a matter on its agenda with respect to which no resolution was adopted at the General Meeting originally called. Except as may be required by the Companies Law, no shareholder shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned General Meeting.
44. A vote in respect of the election of the chairman of the General Meeting or regarding a resolution to adjourn the General Meeting shall be carried out immediately. All other matters shall be voted upon during General Meeting at such time and order as decided by the chairman of the General Meeting.

VOTE OF SHAREHOLDERS

45. All resolutions proposed at any General Meeting will require a Simple Majority, unless otherwise expressly required by the Statutes or these Articles. Except as otherwise expressly required by the Statutes or these Articles, alteration or amendment of these Articles shall require a Simple Majority.
46. A declaration by the chairman of the General Meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or rejected, or not carried by a particular majority and an entry to that effect in the minutes of the General Meeting shall be *prima facie*

evidence thereof.

47. The chairman of the General Meeting will not have a second or a casting vote. If the vote is tied with regard to a certain proposed resolution such proposal shall be deemed rejected.
48. If two or more persons are jointly entitled to a share, the vote of the senior one who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders of the share, and for this purpose seniority shall be determined by the order in which the names stand in the Register.
49. A proxyholder need not be a shareholder of the Company.
50. The instrument appointing a proxy shall be in writing signed by the appointer or of his attorney-in-fact duly authorized in writing. A corporate entity shall vote by a representative duly appointed in writing by such entity. Any instrument appointing a proxy or a representative of a corporate entity (whether for a specified General Meeting or otherwise) shall be in a form satisfactory to the Company.

Such instrument shall be duly signed by the appointer or his duly authorized attorney or, if such appointer is a company or other corporate body, under its common seal, stamp or printed name or the hand of its duly authorized agent(s) or attorney(s).
51. Unless otherwise determined by the Board, the instrument of appointment must be submitted to the Office no later than 48 hours prior to the General Meeting to be attended by such proxy or representative. Notwithstanding the above, the chairman of the General Meeting shall have the right to waive the time requirement provided above with respect to all instruments of appointment and to accept any and all instruments of appointment until the beginning of a General Meeting.
52. A proxy may be appointed in respect of only some of the shares held by a shareholder, and a shareholder may appoint more than one proxy, each empowered to vote by virtue of a portion of the shares.
53. A shareholder being of unsound mind or pronounced to be unfit to vote by a competent court of law may vote through a legally appointed guardian or any other representative appointed by a court of law to vote on behalf of such shareholder.
54. A shareholder entitled to vote may signify in writing his approval of, or dissent from, or may abstain from any resolution included in a proxy instrument furnished by the Company. A proxy instrument may include resolutions pertaining to such issues which are permitted to be included in a proxy instrument according to the Statutes, and such other issues which the Board may decide, in a certain instance or in general, to allow voting through a proxy. A shareholder voting or abstaining through a proxy instrument shall be taken into account in determining the presence of a quorum as if such shareholder is present at the General Meeting.
55. The chairman of the General Meeting shall be responsible for recording the minutes of the General Meeting and any resolution adopted.
56. The provisions of these Articles relating to General Meetings shall, mutatis mutandis, apply to Class Meetings.

DIRECTORS

Powers, Number of Directors, Composition & Election

57. The Board shall have and execute all powers or responsibilities allocated to the Board by the Statutes and these Articles, including, without limitation, (i) the powers granted to the Board pursuant to the Companies Law and (ii) setting the Company's policies and supervision over the execution of the powers and responsibilities of the CEO. The Board may execute any power of the Company that is not specifically allocated by the Statutes or by these Articles to another organ of the Company.
58. The Board shall consist of such number of directors (not more than ten (10), including External Directors, if any were elected) as may be fixed from time to time by the Board. A reduction of the maximum number of directors on the Board under this Article 58, shall not affect the term in office of serving directors determined prior to such reduction.
59. The directors, excluding the External Directors (if any were elected), shall be classified, with respect to the term for which they each severally hold office, into three classes, as nearly equal in number as practicable, hereby designated as Class I, Class II and Class III. The Board may assign members of the Board already in office to such classes at the time such classification becomes effective.
- 59.1 The term of office of the initial Class II directors shall expire at the first Annual General Meeting to be held in 2020 and when their successors are elected and qualified;
- 59.2 The term of office of the initial Class III directors shall expire at the first Annual General Meeting following the Annual General Meeting referred to in Article 59.1 above and when their successors are elected and qualified; and
- 59.3 The term of office of the initial Class I directors shall expire at the first Annual General Meeting following the Annual General Meeting referred to in Article 59.2 above and when their successors are elected and qualified.
60. At each Annual General Meeting, commencing with the Annual General Meeting to be held in 2020, each of the successors elected to replace the directors of a Class whose term shall have expired at such Annual General Meeting shall be elected to hold office until the third Annual General Meeting next succeeding his or her election and until his or her respective successor shall have been elected and qualified. Notwithstanding anything to the contrary, each director shall serve until his or her successor is elected and qualified or until such earlier time as such director's office is vacated. A director whose term shall expire at an Annual General Meeting may be re-elected at such Annual General Meeting.
61. The Board may at any time and from time to time appoint any person as a director to fill a vacancy (whether such vacancy is due to a director no longer serving or due to the number of directors serving being less than the maximum number stated in Article 58 above). In the event of one or more such vacancies in the Board, the continuing directors may continue to act in every matter. The office of a director that was appointed by the Board to fill any vacancy shall only be for the remaining period of time during which the director whose service has ended was filled would have held office, or in case of a vacancy due to the number of directors serving being less than the maximum number stated in Article 58 above, the Board shall determine at the time of appointment the class pursuant to Article 59 above, to which the additional director shall be assigned.

62. Prior to every General Meeting at which directors are to be elected, and subject to Article 59 above, the Board (or a committee thereof) shall select, by a resolution adopted by a majority of the Board (or such committee), the Persons to be proposed to the Shareholders for election as directors at such General Meeting (the “**Nominees**”). Any Proposing Shareholder requesting to include on the agenda of a General Meeting a nomination of a Person to be proposed to the shareholders for election as director (such person, an “**Alternate Nominee**”), may so request provided that it complies with this Article 62 and Article 37 and applicable law. In addition to any information required to be included in accordance with applicable law, such a Proposal Request shall include information required pursuant to Article 37, and shall also set forth: (i) the name, address, telephone number, and email address of the Alternate Nominee and all citizenships and residencies of the Alternate Nominee; (ii) a description of all arrangements, relations or understandings between the Proposing Shareholder(s) or any of its affiliates and each Alternate Nominee; (iii) a declaration signed by the Alternate Nominee that he consents to be named in the Company’s notices and proxy materials relating to the General Meeting, if provided or published, and, if elected, to serve on the Board and to be named in the Company’s disclosures and filings; (iv) a declaration signed by each Alternate Nominee as required under the Companies Law and any other applicable law and stock exchange rules and regulations for the appointment of such an Alternate Nominee and an undertaking that all of the information that is required under law and stock exchange rules and regulations to be provided to the Company in connection with such an appointment has been provided; (v) a declaration made by the Alternate Nominee of whether (s)he meets the criteria for an independent director or External Director of the Company under the Companies Law or under any applicable law, regulation or stock exchange rules, and if not, then an explanation of why not; and (vi) any other information required at the time of submission of the Proposal Request by applicable law, regulations or stock exchange rules. In addition, the Proposing Shareholder shall promptly provide any other information reasonably requested by the Company. The Board may refuse to acknowledge the nomination of any person not made in compliance with the foregoing. The Company shall be entitled to publish any information provided by a Proposing Shareholder pursuant to this Article 62 and Article 37, and the Proposing Shareholder shall be responsible for the accuracy and completeness thereof.

63. The Nominees or Alternate Nominees shall be elected by a Simple Majority (provided, however, that in the case of contested election, the Nominees or Alternate Nominees shall be elected by a vote of plurality of the votes cast), and by a resolution adopted at the General Meeting at which they are subject to election.

For the purposes of these Articles, any General Meeting shall be considered a “contested election” if the total number of nominees for election to the Board at such General Meeting (including all persons (i) with respect to whom a shareholder has delivered, in due time pursuant to the Companies Law and these Articles, a notice of its intent to nominate at such General Meeting and (ii) with respect to whom such notice of intent to nominate has not been withdrawn by such shareholder prior to the date of the definitive proxy statement filed by the Company with the SEC with respect to such General Meeting, as such date is set forth in the definitive proxy statement) made in compliance with these Articles and the Companies Law exceeds the total number of Nominees or Alternate Nominees to be elected at such General Meeting. At any General Meeting at which Nominees or Alternate Nominees are to be elected, each shareholder shall be entitled to cast a number of votes with respect to nominees for election to the Board up to the total number of Nominees or Alternate Nominees to be elected at such General Meeting.

64. The term of office of a director shall commence on the date of such director's election by the General Meeting or by the Board or on a later date, should such date be determined in the resolution of appointment of the General Meeting or of the Board. Notwithstanding anything to the contrary in these Articles, a General Meeting may dismiss a director during his/her term, with or without cause, by a vote of a Special Majority.
65. An amendment to Articles 57-65 or this Article 39 shall require a Special Majority.
66. Notwithstanding anything to the contrary in these Articles, the election, qualification, removal or dismissal of External Directors shall be only in accordance with the applicable provisions set forth in the Companies Law.

Remuneration

67. The Company shall determine the remuneration of the directors, if any, in accordance with the Companies Law.

Chairman of the Board

68. The Board shall appoint one of its members to serve as the Chairman and may replace the Chairman from time to time. The Chairman shall preside at meetings of the Board, but if at any meeting, the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the present directors shall choose a present director to be chairman of such meeting.

PROCEEDINGS OF THE DIRECTORS

69. The directors shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they deem fit, subject to these Articles.

Unless otherwise determined by the Board, written notice of any meeting of the Board and the agenda setting out the matters to be discussed at such meeting, shall be given to all directors at least seventy two (72) hours (or such shorter notice (i) if all the directors so agree or (ii) in the case of an urgent matter, if a majority of the directors so agree) before the meeting. A majority of the members of the Board may decide to hold a meeting without such notice, provided the Chairman participates in such meeting.

Quorum

70. No business shall be transacted at any meeting of the Board unless a quorum of directors is present when a meeting is called to order. A quorum shall be deemed to exist when there are present at least half of the directors then in office.

If a quorum is not present at the meeting of the Board within half an hour after the time scheduled for the meeting, the meeting may be adjourned to another time as shall be decided by the Chairman, or in his absence, the directors present at the meeting, provided that notice of no less than twenty four (24) hours in advance shall be given to all the directors of the time of the adjourned meeting. The directors may waive the necessity of such notice either beforehand or retrospectively. The quorum for the commencement of the adjourned meeting shall be at least one member of the Board.

Methods of Attending Meetings

71. Some or all of the directors may attend meetings of the Board through computer network, telephone or any other media of communication, enabling the directors to communicate with each other, in the deemed presence of all of them, provided that due prior notice detailing the time and manner of holding a given meeting is served upon all the directors. The directors may waive the necessity of such notice either beforehand or retrospectively.

Any resolution adopted by the Board in such a meeting, pursuant to the provisions of these Articles, will be recorded in writing and signed by the Chairman (or in his absence by the chairman of the meeting), and shall be valid as if adopted at a meeting of the Board duly convened and held.

72. A resolution in writing signed or otherwise approved in writing by all of the directors eligible to participate in the discussion and vote on such resolution, or in respect of which all such directors have agreed (in writing by mail, fax or electronic media) not to convene, shall be as valid and effective for all purposes as if passed at a meeting of the Board duly convened and held. Any such resolution may consist of several counterparts, each signed or otherwise approved in writing by one or more directors. Such resolution in writing shall be effective as of the last date appearing on the resolution, or if the resolution is signed or otherwise approved in writing in two or more counterparts, as of the last date appearing on the counterparts.
73. While exercising his/her voting right, each director shall have one vote. Resolutions of the Board will be decided by a simple majority of the directors present and voting, not taking into consideration abstaining votes, except as otherwise provided in these Articles or by the Statutes. In the event the vote is tied, the Chairman shall not have a casting vote.

Committees

74. The Board may set up committees and appoint members to these committees subject to the Statutes. A resolution passed or an act done by such a committee pursuant to an authority granted to such committee by the Board shall be treated as a resolution passed or act done by the Board, unless expressly otherwise prescribed by the Board or the Statutes for a particular matter or in respect of a particular committee.
75. Meetings of committees and proceedings thereat (including the convening of the meetings, the election of the chairman and the votes) shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and unless otherwise determined by the Board, including by an adoption of a charter governing the committee proceedings.

Records and Validity of Acts

76. The resolutions of the Board shall be recorded in the Company's Minutes Book, as required under the Statutes, signed by the Chairman or the chairman of a certain meeting. Such signed minutes shall be deemed *prima facie* evidence of the meeting and the resolutions resolved therein.
77. All acts done bona fide by any meeting of the Board or of a committee of the Board or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or

any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

Chief Executive Officer

78. The Board shall appoint at least one CEO, for such period and upon such terms as the Board deems fit.
79. The CEO shall have all managing and execution powers within the policies and guidelines set forth by the Board, and shall be under the supervision of the Board. The CEO may delegate any of his powers to his subordinates, subject to the approval of the Board. The Board may assume powers that are conferred on the CEO for a particular matter or for a certain period of time, which shall not exceed the period of time that is required in the circumstances, all at the discretion of the Board.

INSURANCE, EXCULPATION, AND INDEMNITY

Insurance of Office Holders

80. The Company may insure the liability of an Office Holder, to the fullest extent permitted under the Statutes.
81. Without derogating from the aforesaid, the Company may enter into a contract to insure the liability of an officer therein for an obligation imposed on him in consequence of an act done in his capacity as an Office Holder, in any of the following cases:
 - 81.1 a breach of the duty of care vis-a-vis the Company or vis-a-vis another person, to the extent such a breach arises out of the negligent conduct of the Office Holder;
 - 81.2 a breach of the duty of loyalty vis-a-vis the Company, provided that the Office Holder acted in good faith and had a reasonable basis to believe that the act would not harm the Company;
 - 81.3 a monetary obligation imposed on him in favor of another person;
 - 81.4 a monetary liability imposed on such Office Holder in favor of a payment to a breach offended at an administrative procedure as set forth in Section 52(54)(a)(1)(a) to the Securities Law and expenses regarding administrative procedures conducted in connection with such Office Holder or in connection with a monetary sanction, including reasonable litigation expenses and reasonable attorney's fees; and
 - 81.5 any other matter in respect of which it is permitted or will be permitted under applicable law to insure the liability of an Office Holder in the Company.

Indemnity of Office Holders

82. The Company may indemnify an Office Holder, to the fullest extent permitted under the Statutes. Without derogating from the aforesaid, the Company may indemnify an Office Holder for a liability or expense imposed on him in consequence of an act done in his capacity as an Office Holder in the Company, as follows:
 - 82.1 a monetary liability incurred by or imposed on the Office Holder in favor of another person pursuant to a court judgment, including pursuant to a settlement confirmed as judgment or arbitrator's decision approved by a competent court;

- 82.2 reasonable litigation expenses, including reasonable attorneys' fees, which were incurred by the Office Holder as a result of an investigation or proceeding filed against the Office Holder by an authority authorized to conduct such investigation or proceeding, provided that such investigation or proceeding was either (i) concluded without the filing of an indictment against such Office Holder and without the imposition on him of any monetary obligation in lieu of a criminal proceeding; (ii) concluded without the filing of an indictment against the Office Holder but with the imposition of a monetary obligation on the Office Holder in lieu of criminal proceedings for an offense that does not require proof of criminal intent; or (iii) in connection with a monetary sanction;
- 82.3 reasonable litigation expenses, including attorneys' fees, incurred by the Office Holder or which were imposed on the Office Holder by a court (i) in a proceeding instituted against the Office Holder by the Company, on its behalf, or by a third party, or (ii) in connection with criminal indictment of which the Office Holder was acquitted, or (iii) in a criminal indictment which the Office Holder was convicted of an offense that does not require proof of criminal intent;
- 82.4 a monetary liability imposed on the Office Holder and reasonable litigation expenses, including attorney's fees, expended by an Office Holder as a result of an administrative proceeding instituted against an Office Holder. Without derogating from the generality of the foregoing, such liability or expenses will include a payment which an Office Holder is obligated to make to an injured party as set forth in Section 52(54)(a)(1)(a) of the Securities Law and expenses that an Office Holder incurred in connection with a proceeding under Chapters H'3, H'4 or I'1 of the Securities Law; and
- 82.5 any other obligation or expense in respect of which it is permitted or will be permitted under applicable law to indemnify an Office Holder.

Advance Indemnity

83. The Company may give an advance undertaking to indemnify an Office Holder therein in respect of the following matters:
- 83.1 matters as detailed in Article 82.1, provided however, that the undertaking is restricted to events, which in the opinion of the Board, are anticipated in light of the Company's activities at the time of granting the obligation to indemnify and is limited to a sum or measurement determined by the Board as reasonable under the circumstances. The indemnification undertaking shall specify such events and sum or measurement; and
- 83.2 matters as detailed in Articles 82.2 through 82.5.

Retroactive Indemnity

84. The Company may indemnify an Office Holder retroactively with respect of the matters as detailed in Article 82, subject to any applicable law.

Exculpation

85. The Company may exempt an Office Holder in advance for all or any of his liability for damage in consequence of a breach of the duty of care vis-a-vis the Company, to the fullest extent permitted under the Statutes. However, the Company may not exempt a director in advance from his liability toward the Company due to the breach of his/her duty of care in a Distribution.

Insurance, Exculpation and Indemnity - General

86. The above provisions with regard to insurance, exemption and indemnity are not and shall not limit the Company in any way with regard to its entering into an insurance contract or with regard to the grant of indemnity or exemption in connection with a person who is not an Office Holder of the Company, including employees, contractors or consultants of the Company, all subject to any applicable law.
87. The Company may enter into a contract in relation to exemption, indemnification and insurance of Office Holders in companies under its control, related companies and other companies in which it has any interest, to the maximum extent permitted under the Statutes, and in this context the foregoing provisions in relation to exemption, indemnification and insurance of Office Holders in the Company shall apply, *mutatis mutandis*.
88. An undertaking in relation to exemption, indemnification and insurance of an Office Holder as aforesaid may also be valid after the office of such Office Holder in the Company has terminated.

APPOINTMENT OF AN AUDITOR

89. Subject to the Statutes, the Annual General Meeting shall appoint an Auditor for a period ending at the next Annual General Meeting, or for a longer period, but no longer than until the third Annual General Meeting after the meeting at which the Auditor has been appointed. The same Auditor may be re-appointed.

Subject to the Statutes, the terms of service (including fees) of the Auditor for the audit services shall be determined by the Board, at its discretion, or a committee of the Board if such determination was delegated to a committee, including undertakings or payments to the Auditor. The Board shall report the fees of the Auditor to the Annual General Meeting.

SIGNATORIES

90. Signatory rights on behalf of the Company shall be determined from time to time by the Board.

DISTRIBUTIONS

91. The Board may decide on a Distribution, subject to the provisions set forth under the Companies Law and these Articles.
92. The Board will determine the method of payment of any Distribution. The receipt of the person whose name appears on the record date on the Register as the owner of any share, or in the case of joint holders, of any one of such joint holders, shall serve as confirmation with respect to all the payments made in connection with that share and in respect of which the receipt was received. All dividends unclaimed after having been declared may be invested or otherwise used by the Directors for the benefit of the Company until claimed, provided however that the Company shall not be required to accept any claim made following the 7th anniversary of the declaration date, or an earlier date as may be determined by the Board. No unpaid dividend shall bear interest or accrue linkage differentials.
93. For the purpose of implementing any resolution concerning any Distribution, the Board may settle, as it deems fit, any difficulty that may arise with respect to the Distribution, including determining the value for the purpose of the said Distribution of certain assets, and deciding that payments in cash shall be made to the shareholders based on the value so determined, and

determining provisions with respect to fractions of shares or with respect to the non-payment of small sums.

REDEEMABLE SECURITIES

94. The Company shall be entitled to issue redeemable securities which are, or at the option of the Company may be, redeemed on such terms and in such manner as shall be determined by the Board. Redeemable securities shall not constitute part of the Company's capital, except as provided in the Companies Law.

DONATIONS

95. The Company may make donations of reasonable amounts of money (in cash or in kind, including the Company's securities) for purposes which the Board finds appropriate, even if the donations are not made in relation to business considerations for increasing the Company's profits.

NOTICES

96. Subject to the Statutes, notice or any other document which the Company shall deliver and which it is entitled or required to give pursuant to the provisions of these Articles or the Statutes shall be delivered by the Company to any person, in any one of the following manners as the Company may choose: in person, by mail, transmission by fax or by electronic form.

Any notice or other document which shall be sent shall be deemed to have reached its destination on the third day after the day of mailing if sent by registered mail or regular mail, or on the first day after transmission if delivered in person, transmitted by fax or electronic form.

Should it be required to prove delivery, it shall be sufficient to prove that the notice or document sent contains the correct mailing, e-mail, or fax details as registered in the Register or any other address which the shareholder submitted in writing to the Company as the address and fax or e-mail details for the submission of notices or other documents.

Notwithstanding anything to the contrary hereunder, subject to the provisions of the Statutes, a notice to a shareholder may be served, as a general notice to all shareholders, published by the Company on the website of (i) the SEC and (ii) the Company, in accordance with applicable rules and regulations of any stock market upon which the Company's shares are listed and, if so published, shall be deemed to have been duly given on the date of such publication to any shareholder.

In cases where it is necessary to give advance notice of a particular number of days or notice which shall remain in effect for a particular period, the day the notice was sent shall be excluded and the scheduled day of the meeting or the last date of the period (as applicable) shall be included in the count.

Subject to the Statutes, the Company shall not be required to send notices to any shareholder who is not registered in the Register or has not provided the Company with accurate and sufficient mailing details.

97. Any notice to be given to the shareholders shall be given, with respect to joint shareholders, to the person whose name appears first in the Register as the holder of the said share, and any notice so given shall be sufficient notice for all holders of the said share.

98. Any notice or other document served upon or sent to any shareholder in accordance with these Articles shall, notwithstanding that he be then deceased or bankrupt, and whether the Company received notice of his death or bankruptcy or not, be deemed to be duly served or sent in respect of any shares held by him (either alone or jointly with others) until some other person is registered in his stead as the holder or joint holder of such shares, and such service or sending shall be a sufficient service or sending on or to his heirs, executors, administrators or assigns and all other persons (if any) interested in such share.
99. The accidental omission to give notice to any shareholder or the non-receipt of any such notice shall not cancel or annul any action made in reliance on the notice.

WINDING-UP

100. If the Company is wound up, then, subject to applicable law and to the rights of the holders of shares with special rights upon winding up, the assets of the Company available for distribution among the shareholders shall be distributed to them in proportion to the par value of their respective holdings of the shares in respect of which such distribution is being made.

DESCRIPTION OF THE REGISTRANT'S SECURITIES

**REGISTERED PURSUANT TO SECTION 12 OF THE
SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

As of December 31, 2024, AudioCodes Ltd., or the Company, had the following class of securities registered under Section 12(b) of the Securities Exchange Act of 1934, as amended: ordinary shares, nominal value NIS 0.01 per share. The Company's ordinary shares are listed on the Nasdaq Global Select Market and on the Tel-Aviv Stock Exchange under the trading symbol "AUDC".

DESCRIPTION OF SHARE CAPITAL

This description summarizes relevant provisions of the Israeli Companies Law, 1999, or the Companies Law. The following summary does not purport to be complete and is subject to, and is qualified in its entirety by reference to, the applicable provisions of the Companies Law and the Company's articles of association, as amended from time to time, or the Articles of Association, a copy of which is incorporated by reference as an exhibit to the Annual Report on Form 20-F of which this Exhibit 2.1 is a part. The Company encourages you to read its Articles of Association and the applicable provisions of the Companies Law for additional information.

Authorized Share Capital

Our authorized share capital consists of NIS 2,025,000 divided into 200,000,000 ordinary shares, nominal value NIS 0.01 per share, and 2,500,000 preferred shares, nominal value NIS 0.01 per share. As of March 11, 2025, we had 29,473,093 ordinary shares outstanding (which does not include 35,782,144 treasury shares) and no preferred shares outstanding.

Borrowing Powers

The board of directors has the power to cause us to borrow money and to secure the payment of borrowed money. The board of directors specifically has the power to issue bonds or debentures, and to impose mortgages or other security interests on all or any part of our property.

Amendment of Articles of Association

In general, shareholders may amend the Articles of Association by a resolution adopted at a shareholders' meeting by the holders of 50% of the voting power represented at the meeting in person or by proxy and voting thereon. The amendment of certain provisions of the Articles of Association requires an increased voting threshold. For example, the approval of amendments to the provisions concerning business combinations with certain shareholders requires the approval of holders of 85% of our outstanding voting shares. Additionally, amendments to the provisions concerning (i) the procedure according to which shareholders may propose items to include in the agenda of a general meeting of the shareholders and (ii) the role and composition of the board of directors, including the method of appointment of its members, require the approval sixty-six and two-thirds percent (66 2/3%) of the voting power represented at the meeting in person or by proxy and voting thereon.

Qualification of Directors

No person shall be disqualified to serve as a director by reason of his or her not holding shares of the Company or by reason of his or her having served as a director in the past.

Dividends

Under the Companies Law, a company may make “distributions”, as such term is defined in the Companies Law (which definition includes the payment of dividends and a company’s repurchase of its outstanding shares) only out of its profits as determined for statutory purposes, unless court approval is granted for such despite the lack of statutory profits. There is a unified statutory test for the payment of dividends and a company’s repurchase of its outstanding shares. In 2024, we received court approval to pay dividends (and repurchase our ordinary shares) up to certain ceilings, despite the lack of statutory profits. The current approval is valid until June 14, 2025. We may seek further approvals to repurchase our ordinary shares and to continue to pay dividends. As we are a Nasdaq-listed company, court approval is not required for our repurchase of our ordinary shares, provided that we notify our creditors of the proposed repurchase and allow such creditors an opportunity to initiate a court proceeding to review the repurchase. If within 30 days such creditors do not file an objection, then we may proceed with the repurchase. In each case, we are only permitted to make the distribution if our board of directors and, if applicable, the court, determines there is no reasonable concern that such distribution will prevent us from satisfying our existing and foreseeable obligations as they become due. The amount of any dividend to be distributed among shareholders is based on the nominal value of their shares.

Voting Rights and Powers

Unless any shares have special rights as to voting, every shareholder has one vote for each share held of record.

Under the Articles of Association, we may issue preferred shares from time to time, in one or more series. However, in connection with our listing on The Tel-Aviv Stock Exchange in 2001, we agreed that for such time as our ordinary shares are traded on The Tel-Aviv Stock Exchange, we will not issue any of the 2,500,000 preferred shares, nominal value NIS 0.01, authorized in the Articles of Association. Notwithstanding the foregoing, we may issue preferred shares if the preference of those shares is limited to a preference in the distribution of dividends and such preferred shares have no voting rights.

Business Combinations

The Articles of Association impose restrictions on our ability to engage in any merger, asset or share sale or other similar transaction with a shareholder holding 15% or more of our voting shares.

Winding Up

Upon our liquidation, our assets available for distribution to shareholders will be distributed to them in proportion to the nominal value of their shares.

Redeemable Shares

Subject to our undertaking to the Tel-Aviv Stock Exchange as described above, we may issue and redeem redeemable shares.

Modification of Rights

Subject to the provisions of the Articles of Association, we may, from time to time, by a resolution approved by the holders of a simple majority of the voting power represented at the meeting in person or by proxy and voting thereon, provide for shares with such preference rights,

deferred rights or conversion rights, or any other special rights or limitations as may be stipulated in such resolution.

If at any time our share capital is divided into different classes of shares, we may modify or abrogate the rights attached to any class, unless otherwise provided by the Articles of Association, by a resolution approved by the holders of a simple majority of the voting power represented at the meeting in person or by proxy and voting thereon, subject to the consent in writing of the holders of a simple majority of the issued shares of that class (unless otherwise provided by law or by the terms of issue of the shares of that class).

The provisions of the Articles of Association relating to general meetings also apply, mutatis mutandis, to any separate general meeting of the holders of the shares of a particular class.

The creation or issuance of shares of any class, including a new class, shall not be deemed to alter the rights and privileges attached to previously issued shares of that class or of any other class (unless otherwise provided by the Articles of Association, including the terms of issue of the shares of any class).

Shareholder Meetings

An annual meeting of shareholders is to be held once a year, within 15 months after the previous annual meeting. The annual meeting may be held in Israel or outside of Israel, as determined by the board of directors.

The board of directors may, whenever it thinks fit, convene a special shareholders meeting. The board of directors must convene a special shareholders meeting at the request of:

- at least two directors;
- at least one-quarter of the directors in office; or
- one or more shareholders who hold at least 10% of the outstanding share capital and at least 1% of the voting rights, or one or more shareholders who hold at least 10% of the outstanding voting rights.

A special shareholders meeting may be held in Israel or outside of Israel, as determined by the board of directors.

Notice of General Meetings; Omission to Give Notice

The provisions of the Companies Law and the related regulations override the provisions of the Articles of Association and provide for notice of a meeting of shareholders to be sent to each registered shareholder at least 21 days or 35 days in advance of the meeting, depending on the items included in the meeting agenda. Notice of a meeting of shareholders must also be published in two Israeli newspapers or on our website.

Notice of a meeting of shareholders must specify the type of meeting, the place and time of the meeting, the agenda, a summary of the proposed resolutions, the majority required to adopt the proposed resolutions, and the record date for the meeting. The notice must also include the

address and telephone number of our registered office, and a list of times at which the full text of the proposed resolutions may be examined at the registered office.

The accidental omission to give notice of a meeting to any shareholder, or the non-receipt of notice sent to such shareholder, does not invalidate the proceedings at the meeting.

Limitations on Foreign Shareholders to Hold or Exercise Voting Rights

There are no limitations on foreign shareholders in our Articles of Association. Israeli law restricts the ability of citizens of countries that are in a state of war with Israel to hold shares of Israeli companies.

Fiduciary Duties; Approval of Transactions under Israeli Law

Fiduciary duties. The Companies Law codifies the fiduciary duties that office holders, which under the Companies Law includes our directors and executive officers, owe to a company. An office holder's fiduciary duties consist of a duty of loyalty and a duty of care.

The duty of loyalty requires an office holder to act in good faith and for the benefit of the company, including to avoid any conflict of interest between the office holder's position in the company and personal affairs, and prohibits any competition with the company or the exploitation of any business opportunity of the company in order to receive a personal advantage for himself or herself or for others. This duty also requires an office holder to reveal to the company any information or documents relating to the company's affairs that the office holder has received due to his or her position as an office holder. A company may approve any of the acts mentioned above provided that all the following conditions apply: the office holder acted in good faith and neither the act nor the approval of the act prejudices the good of the company and, the office holder disclosed the essence of his personal interest in the act, including any substantial fact or document, a reasonable time before the date for discussion of the approval. A director is required to exercise independent discretion in fulfilling his or her duties and may not be party to a voting agreement with respect to his or her vote as a director. A violation of these requirements is deemed a breach of the director's duty of loyalty.

The duty of care requires an office holder to act with a level of care that a reasonable office holder in the same position would employ under the same circumstances. This includes the duty to use reasonable means to obtain information regarding the advisability of a given action submitted for his or her approval or performed by virtue of his or her position and all other relevant information material to these actions.

Disclosure of personal interest. The Companies Law requires that an office holder promptly disclose to the company any personal interest that he or she may have and all related material information or documents known to him or her, in connection with any existing or proposed transaction by the company. "Personal interest," as defined by the Companies Law, includes a personal interest of any person in an act or transaction of the company, including a personal interest of his relative or of a corporation in which that person or a relative of that person is a 5% or greater shareholder, a holder of 5% or more of the voting rights, a director or general manager, or in which he or she has the right to appoint at least one director or the general manager, and includes shares for which the person has the right to vote pursuant to a power-of-attorney.

“Personal interest” does not apply to a personal interest stemming merely from holding shares in the Company.

The office holder must make the disclosure of his personal interest no later than the first meeting of the company’s board of directors that discusses the particular transaction. This duty does not apply to the personal interest of a relative of the office holder in a transaction unless it is an “extraordinary transaction.” The Companies Law defines an “extraordinary transaction” as a transaction that is not in the ordinary course of business, not on market terms or that is likely to have a material impact on the company’s profitability, assets or liabilities.

Approvals. The Companies Law provides that a transaction with an office holder or a transaction in which an office holder has a personal interest requires board approval, unless the transaction is an extraordinary transaction or the Articles of Association provide otherwise. Our Articles of Association do not provide otherwise. The transaction may be approved only if it is in our best interest. If the transaction is an extraordinary transaction, then the approvals of the company’s audit committee and the board of directors are required. If the transaction concerns exculpation, indemnification, insurance or compensation of an office holder, then the approvals of the company’s compensation committee and the board of directors are required, except if the compensation arrangement is an immaterial amendment to an existing compensation arrangement of an officer who is not a director, in which case the approval of the compensation committee is sufficient. Exculpation, indemnification, insurance or compensation of a director or the Chief Executive Officer also requires shareholder approval.

A person who has a personal interest in a matter that is considered at a meeting of the board of directors or the audit committee generally may not attend that meeting or vote on that matter, unless a majority of the board of directors or the audit committee has a personal interest in the matter or if such person is invited by the chairman of the board of directors or audit committee, as applicable, to present the matter being considered. If a majority of the board of directors or the audit committee has a personal interest in the transaction, shareholder approval also would be required.

Shareholders

The Companies Law imposes on a controlling shareholder of a public company the same disclosure requirements described above as it imposes on an office holder. For this purpose, a “controlling shareholder” is any shareholder who has the ability to direct the company’s actions, including any shareholder holding 25% or more of the voting rights if no other shareholder owns more than 50% of the voting rights in the company. Two or more shareholders with a personal interest in the approval of the same transaction are deemed to be one shareholder.

Approval of the audit committee, the board of directors and our shareholders, in that order, is required for extraordinary transactions, including a private placement, with a controlling shareholder or in which a controlling shareholder has a personal interest.

Approval of the compensation committee, the board of directors and our shareholders, in that order, is required for the terms of compensation or employment of a controlling shareholder or his or her relative, as an officer holder or employee of our company or as a service provider to the company, including through a company controlled by a controlling shareholder.

Shareholder approval must include the majority of shares voted at the meeting. In addition to the majority vote, the shareholder approval must satisfy either of two additional tests:

- the majority includes at least a majority of the shares voted by shareholders who have no personal interest in the transaction; or
- the total number of shares held by disinterested shareholders that voted against the approval of the transaction does not exceed 2% of the aggregate voting rights of the Company.

Generally, the approval of such a transaction may not extend for more than three years, except that in the case of an extraordinary transaction, including a private placement, with a controlling shareholder or in which a controlling shareholder has a personal interest that does not concern compensation for employment or service, the transaction may be approved for a longer period if the audit committee determines that the approval of the transaction for a period longer than three years is reasonable under the circumstances.

Duties of Shareholders

Under the Companies Law, a shareholder also has a duty to act in good faith towards the company and other shareholders and refrain from abusing his or her power in the company, including, among other things, voting in the general meeting of shareholders on the following matters:

- any amendment to the Articles of Association;
- an increase of the company's authorized share capital;
- a merger; or
- approval of related party transactions that require shareholder approval.

In addition, any controlling shareholder, any shareholder who can determine the outcome of a shareholder vote and any shareholder who, under the Articles of Association, can appoint or prevent the appointment of an office holder, is under a duty to act with fairness towards the company. The Companies Law also provides that a breach of the duty of fairness will be governed by the laws governing breach of contract; however, the Companies Law does not describe the substance of this duty.

Anti-Takeover Provisions Under Israeli Law

The Companies Law provides that an acquisition of shares in a public company must be made by means of a tender offer if as a result of the acquisition the purchaser would hold 25% or more of the voting rights in the company, unless there is already another shareholder of the company with 25% or more of the voting rights. Similarly, the Companies Law provides that an acquisition of shares in a public company must be made by means of a tender offer if as a result of the acquisition the purchaser would hold more than 45% of the voting rights in the company, unless there is a shareholder with more than 45% of the voting rights in the company.

The Companies Law requires the parties to a proposed merger to file a merger proposal with the Israeli Registrar of Companies, specifying certain terms of the transaction. Each merging company's board of directors and shareholders must approve the merger. Shares in one of the merging companies held by the other merging company or certain of its affiliates are disenfranchised for purposes of voting on the merger. A merging company must inform its creditors of the proposed merger. Any creditor of a party to the merger may seek a court order blocking the merger, if there is a reasonable concern that the surviving company will not be able to satisfy all of the obligations of the parties to the merger. Moreover, a merger may not be completed until at least 50 days have passed from the time that the merger proposal was filed with the Israeli Registrar of Companies and at least 30 days have passed from the approval of the shareholders of each of the merging companies.

Finally, in general, Israeli tax law treats stock-for-stock acquisitions less favorably than does U.S. tax law. Israeli tax law provides for tax deferral in specified acquisitions, including transactions where the consideration for the sale of shares is the receipt of shares of the acquiring company. Nevertheless, Israeli tax law may subject a shareholder who exchanges his ordinary shares for shares in a foreign corporation to immediate taxation or to taxation before his investment in the foreign corporation becomes liquid, although in the case of shares of a foreign corporation that are traded on a stock exchange, the tax may be postponed subject to certain conditions.

LIST OF SUBSIDIARIES OF AUDIOCODES LTD.

Name of Subsidiary	Place of Incorporation
AudioCodes Inc.	Delaware, USA





AUDIOCODES, LTD.

Insider Trading Policy

Generally; Background

- a. This Insider Trading Policy (this “Policy”) provides guidelines to personnel of Audiocodes Ltd. and its subsidiaries (collectively, the “Company” or “AudioCodes”) with respect to transactions in the securities of, and the disclosure of information regarding, the Company, its business partners and other critical counterparties.

It is important that all Company personnel review this Policy carefully. Noncompliance with the Policy is grounds for disciplinary action, including and up to immediate termination for cause. Failure to comply with the policies and procedures set forth below also can result in a serious violation of the U.S. federal and Israeli securities laws by the person trading, leading to potential civil and criminal penalties.

- b. Given the Company is a public company, employees, officers, directors and consultants of the Company and its subsidiaries have responsibilities under federal securities laws regarding trading the Company’s ordinary shares, NIS 0.01 nominal value (the “Ordinary Shares”), or any other of the Company’s securities, and the disclosure of material information about the Company that is not known by the public. It is unlawful to buy or sell securities while in possession of material, non-public information concerning the Company or concerning another company where the information was obtained through Company sources. It also is unlawful to pass such information to others who then trade in the Ordinary Shares or other Company securities. The Securities and Exchange Commission (the “SEC”) aggressively prosecutes persons who trade on the basis of material non-public information.
- c. The Company’s shares are listed on the NASDAQ Stock Market and the Tel Aviv Stock Exchange. Law enforcement officials in both the United States and Israel vigorously pursue violations of the respective insider trading laws of such jurisdictions, which in general, prohibit the purchase or sale of a company’s securities while in possession of material information that has not been publicly disclosed. If we do not take active steps to adopt preventive policies and procedures covering share trading by Company personnel, the consequences could be severe.
- d. We have adopted this Policy to fulfill the Company’s responsibilities as a public company to prevent insider trading and to help our personnel avoid the severe consequences associated with violations of the insider trading laws. The Policy is intended to avoid even the appearance of improper conduct on the part of anyone employed by or associated with our Company. We have all worked hard to establish the Company’s reputation for integrity and ethical conduct. Compliance with this Policy will help to avoid situations that could tarnish

this important corporate asset. Should you have any questions regarding this Policy, please contact Niran Baruch, our Chief Financial Officer.

The Consequences

- a. The consequences of insider trading violations can be severe. For individuals who trade on the basis of material non-public information (or disclose material non-public information to others who then trade in the Company's securities), punishment could include significant fines and imprisonment. Any entity (as well as possibly any supervisory person) that fails to take appropriate steps to prevent illegal trading could also be subject to potential liability, including civil and criminal penalties.
- b. The consequences of insider trading violations can be severe and staggering. Individuals may be fined up to \$5,000,000 and up to twenty years in prison for engaging in transactions in the Company's securities at a time when they have knowledge of material non-public information regarding the Company. In addition, the SEC may seek to impose a civil penalty of up to three times the profits made or losses avoided from the trading. Insider traders must also disgorge any profits made and are often subjected to an injunction against future violations. Finally, under some circumstances, insider traders may be subjected to civil liability in private lawsuits. In addition, according to the Israeli Securities Law, 5728-1968, an insider may be subject to penalties of approximately NIS 2,000,000 or to imprisonment for a term of up to five years. Violators of the insider trading rules can also be barred from serving as officers or directors of public companies, and individuals may be subjected to civil liability in private lawsuits.
- c. Needless to say, any of the above consequences, even an investigation by the SEC or the Israel Securities Authority that does not result in prosecution, can tarnish one's reputation and irreparably damage a career.

The Company's Policy

- a. If an employee, consultant, contractor, director or officer of the Company (each, an "Insider") has material, non-public information relating to the Company, it is the Company's policy that neither such Insider nor any related person may engage in any transaction involving the Company's Ordinary Shares (or other securities), including any gift, offer to purchase or offer to sell securities of the Company or engage in any other action to take advantage of, or pass on to others, that information. A gift includes any transfer of the Company's securities in which a person other than the donor acquires a beneficial ownership interest in the securities. This policy also applies to information relating to any other entity, including, without limitation our vendors, suppliers, customers, strategic partners, landlords, or joint venture partners, obtained in the course of service as an Insider. ***Unless clearly demonstrated otherwise, you should presume that any and all information is material and that it has not been disclosed to the public.***
- b. In addition, it is the Company's policy that no Insider of the Company (or any other person designated as subject to this Policy) who, in the course of working for the Company, learns of material non-public information about an entity (i) with which the Company does business, such as the Company's distributors, vendors, customers and suppliers, or (ii) that is involved in a potential transaction or business relationship with the Company, may engage in

transactions in that company's securities until the information becomes public or is no longer material.

- c. The Company has adopted as corporate policy that only the Chief Executive Officer, Chief Financial Officer or other persons specifically designated by them are authorized to speak to the financial community regarding the Company's financial condition, results of operations or strategic or other business matters. In addition, disclosure of material, non-public information concerning the Company by anyone acting on its behalf (which will generally include directors, officers and employees) can result in sanctions against the disclosing party as well as the Company itself.
- d. Transactions and disclosures that may be necessary or justifiable for independent or personal reasons are not exceptions to these policies. **Even the appearance of an improper transaction or disclosure must be avoided to preserve the Company's reputation for adhering to the highest standards of conduct.** If you have any questions about the Company's policies, you should promptly contact the Company's Chief Legal Officer to assist in interpreting these standards.

Material Information.

- a. In general, information is "material" if its disclosure to the public could affect a reasonable investor's decisions to purchase, hold or sell the Company's stock. ***In short, any information that reasonably could be expected to affect the price of the stock, whether positively or negatively, should be considered material.*** However, other circumstances may exist where the price of the Company's securities is irrelevant as to whether the information in question is material.
- b. Information, whether positive or negative, relating to the following topics often is deemed to be material. Such information includes, but is not limited to, the following:
 - write-downs or write-offs of assets;
 - projections of future earnings or losses, or other earnings guidance;
 - changes in previously disclosed financial information or earnings guidance;
 - news of a pending or proposed joint venture, merger, acquisition, divestiture or tender offer;
 - news of a significant purchase or sale of assets or of a potential purchase or sale;
 - the disposition of a subsidiary;
 - recapitalizations;
 - issuer tender offers;
 - changes in management, including changes to the Company's Board of Directors or other major changes to management;
 - significant increases or declines in backlog orders or the award of a significant contract;
 - the gain or loss of, or disputes or settlements with, a substantial customer or supplier (or other critical counterparty);
 - significant new products, services or discoveries;
 - extraordinary borrowings;
 - major litigation;
 - criminal indictments
 - changes in dividend policies;
 - the proposed offering or issuance of new securities;
 - government investigations;

- significant changes in operations;
- substantial changes in accounting methods;
- labor disputes, including strikes or lock-outs;
- financial liquidity problems; and
- additions to reserves for bad debt or contingent liabilities.

- c. Please note that the above solely constitutes examples, and any other information, whether positive or negative, that could reasonably affect the price of the Company's securities is also material for purposes of this Policy.
- d. If your securities transactions become the subject of an investigation, they will be viewed after-the-fact with the benefit of hindsight. Thus, before engaging in any transaction, you should carefully consider how the SEC and others, including the Israel Securities Authority, might view your transaction in hindsight.

When Information is Public.

- a. Non-public information is information that generally has not been made available to investors. Information received under circumstances where it is not yet in general circulation or where the recipient knows or should know that only an insider could have provided the information is also deemed non-public information.
- b. For non-public information to become public information, it must be disseminated through recognized channels of distribution designed to reach the securities marketplace with sufficient time to be assessed by the marketplace in general rather than a particular segment of the market. Once material, non-public information has been released to the investing public, it is still necessary to provide the investing public with sufficient time to absorb the information.
- c. Material, non-public information is not made public by selective dissemination. Material, non-public information improperly disclosed only to a particular institutional investor or group of investors or to a particular analyst or group of analysts is a violation of this Policy as well as Regulation FD. Such disclosures can also result in a violation of the SEC's insider trading rules. Similarly, partial disclosure does not constitute public dissemination. When any material component of the non-public information possessed by the Company or an affiliate has yet to be publicly disclosed, the information is deemed non-public and may not be misused.
- d. To show that material information is public, you should be able to point to some fact that verifies the information has become generally available from the Company itself. For example, disclosure must have been made by the Company via a national business and financial wire service (Businesswire, PR Newswire or Dow Jones), a national news service (Reuters, Associated Press or United Press International), a national newspaper of record (*The Wall Street Journal* or *The New York Times*), or a publicly disseminated Company disclosure document (e.g., Form 6-K, Form 20-F, proxy statement or prospectus). The circulation of rumors or talk on the street, even if accurate, widespread and/or reported in the media, does not constitute the requisite public disclosure by the Company.

- e. It is improper for an employee, consultant, director or officer, or their spouses or immediate family members, to enter a trade immediately after the Company has made a public announcement of material information, including earnings releases. Because the Company's shareholders and the investing public should be given time to receive the information and act upon it, as a general rule you should not buy or sell any Ordinary Shares or other Company securities until after the close of trading on the first business (trading) day following the release of the material information. Thus, if an announcement is made on a Monday, you should not trade before Wednesday. If an announcement is made on a Friday, you should not trade before Tuesday.

Quiet Periods.

- a. Because the Company's personnel may be deemed likely to have advance access to periodic financial and other material information, the Company has established a regular "quiet period," further restricting trading by Company personnel.
- b. The Company's policy is that all personnel-and their family members-must refrain from trading in its securities during the period beginning at 11:59 p.m. New York time on the 16th of the last month of any fiscal quarter of the Company and ending upon completion of four hours after the commencement of trading on Nasdaq on the day of the Company's quarterly conference call or such other time as shall be notified for any other trading suspension period declared by the Company. For example, if the Company's fourth fiscal quarter ends on December 31, the corresponding quiet period would begin at 11:59 p.m., New York time, on December 16 and end upon completion of four hours after the commencement of trading on Nasdaq on the day of the Company's quarterly conference call.

Presumption Against Trading within Three Months Under Israeli Law

- a. Under applicable provisions of Israeli law, if an office holder purchases securities of the Company within three months of the date that he or she sold securities of the Company (or sells securities of the Company within three months of the date that he or she purchased securities of the Company), it may be considered relevant to whether such person was using inside information, and the office holder could have the burden to prove that he or she was not using inside information.
- b. Therefore, although this Policy does not prohibit purchases and sales by office holders within a three-month period, this Policy strongly discourages such practice.

Transactions Pursuant to Qualified Trading Plans

- a. Notwithstanding the foregoing, transactions effected pursuant to a Qualified Trading Plan shall be permitted by this Policy. A “Qualified Trading Plan” means a written plan for purchasing or selling securities of the Company which meets each of the following requirements: (1) the plan is adopted during a period other than a “quiet period”; (2) the plan is adopted by the individual during a period when the employee is not in possession of material non-public information; (3) the plan is adhered to strictly by the individual; (4) there is a “cooling off period” between the establishment or modification of the Qualified Trading Plan and the initial trade thereunder in accordance with applicable law and as set forth; (5) at the time it is adopted, the plan conforms to all requirements of Rule 10b5-1(c)(1)(C) under the U.S. Securities Exchange Act of 1934 as then in effect; (6) the plan provides that the transactions be effected on the NASDAQ Stock Market or any other stock market located outside Israel; and (7) the plan provides that the transactions be effected via a non-Israeli broker (although coordination with an Israeli affiliate, branch, agent of such broker shall be permitted).
- b. For the avoidance of doubt, this Policy shall apply to any sale of the Company’s securities as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

Rule 10b5-1 Trading Plans

- a. Notwithstanding anything else contained in this Policy, officers and directors shall be entitled to execute transactions in accordance with a trading plan that is adopted in accordance with Rule 10b5-1 promulgated by the SEC.
- b. However, as a general rule, such plans cannot be established during the pendency of a Company blackout period or at any other time during which the party establishing the plan is in possession of material, non-public information concerning the Company.

Rule of Trading

- a. ***Generally.*** The following constitute certain rules prohibiting the misuse of insider information. No Insider nor any other Company employee, consultant, director or officer may violate these rules or authorize or allow any violation of these rules. Any Insider or other Company employee, consultant, director or officer who knows or has reason to suspect that these rules have or may be violated shall bring such actual or potential violation to the immediate attention of the Company’s Chief Legal Officer and may not be retaliated against for disclosing such actual or potential violations.
- b. ***Rule 1.*** All transactions in Company securities (purchases, sales, transfers, gifts, etc.) by the Company’s directors and officers and persons designated by the Company’s Chief Legal Officer as being subject to these procedures from time to time, as well as their spouses and members of their immediate family residing with such person.

- c. **Rule 2.** No transactions in Ordinary Shares or other Company securities shall be permitted by the Company's directors or employees or officers or any other person designated by the Company's Chief Legal Officer as being subject to this restriction from time to time during a "trading blackout period." The Company has established quarterly trading blackout periods beginning on the fifteenth day of the last month of each quarter and ending on the first full trading day following the day the Company publishes its earnings press release for that quarter. The Chief Legal Officer may institute additional trading blackout periods as appropriate. No transactions in Ordinary Shares or other Company securities will be permitted during any trading blackout period established by the Company by those persons to whom such trading blackout period applies.
- d. **Rule 3.** No employee, consultant, director or officer of the Company, while in possession of non-public information relevant to a security, shall purchase, sell, recommend or direct the purchase or sale of that security for himself/herself, his/her friends or family, the Company, any affiliate or any third party including any account over which he/she or a related entity has investment authority.
- e. **Rule 4.** No Insider shall utilize or take advantage of inside information to purchase or sell or recommend or direct the purchase or sale of a security for his/her own account or for any account over which he/she has a direct or indirect beneficial interest, including an account held by or for any family member (e.g., custodial account for a minor child), or for any other account over which he/she has discretionary investment authority or power of attorney (e.g., a spouse's account or elderly parent's account) or an account for which he/she or a related entity serves as an investment advisor.
- f. **Rule 5.** No Insider shall disclose inside information to any person unless such disclosure is both authorized by the Company under its stated policies and necessary to effectively carry out the project or transaction for which the Company has been approached or engaged.
- g. **Rule 6.** No Insider shall engage in "tipping" or solicit or recommend, whether formally, informally, orally or in writing, the purchase or sale of any security based on inside information relevant to that security.
- h. **Rule 7.** No Insider shall misappropriate confidential information held by the Company in connection with the purchase or sale of securities.
- i. **Rule 8.** The foregoing prohibitions apply not only to all securities directly affected by the inside information, including any options related to those securities, such as puts, calls or index securities, but also to any other securities including debt securities that may be reasonably expected to be indirectly affected by the public disclosure of the inside information.

- j. **Rule 9.** No Insider shall make purchases of any Ordinary Shares or other Company securities on margin or engage in short sales.
- k. **Rule 10.** No Insider shall engage in the purchase or sale of puts, calls or index securities that violate any of the foregoing rules.
- l. **Rule 11.** The very same restrictions that apply to employees, consultants, directors and officers apply to their family members and any others living in their household. Family members include spouses, children, stepchildren, grandchildren, parents, grandparents, siblings, and in-laws as well as all persons (whether or not related to the employee, consultant, director or officer) who are financially dependent on the employee, consultant, director or officer, or whose investments are controlled by the employee, consultant, director or officer. Employees are expected to be responsible for seeing that members of their immediate family and personal household comply with these restrictions. In addition, these restrictions apply to any entities influenced or controlled by employees, consultant, directors and officers, including any corporations, partnerships or trusts (collectively referred to as “Controlled Entities”), and transactions by these Controlled Entities should be treated as if they were for such employee’s, consultant’s, director’s and officer’s own account.
- m. **Rule 12.** When information about the Company is proprietary or could have an impact on the Company’s share price, employees, consultants, directors and officers must not pass the information on to others. The aforementioned penalties apply, whether or not you get any benefit from another’s actions.
- n. **Rule 13.** To reduce the chances of inadvertent tipping of non-public information, any non-public information that might be considered should not be discussed with any person outside the Company. In addition, employees, consultants, directors and officers should avoid recommending to any person the purchase or sale of the Ordinary Shares or other Company securities. Caution must especially be used when receiving inquiries from securities analysts, investors, prospective investors, companies in the same business as the Company and members of the press. All such inquiries should be referred to the Company’s Chief Legal Officer. In addition, the Company has adopted Corporate Governance Guidelines that specify that only certain authorized persons in management should speak to the financial community regarding the Company’s financial condition, results of operations or strategic or other business matters. Disclosure of material, non-public information concerning the Company by anyone acting on its behalf can result in a violation of Regulation FD. Violations of Regulation FD can result in sanctions against the disclosing party as well as the Company itself.
- o. **Rule 14.** Any person who has any questions about specific transactions may obtain additional guidance from the Company’s Chief Legal Officer; however, please remember that the ultimate responsibility for adhering to this Policy on Insider Trading and avoiding improper transactions rests with the employee, consultant, director or officer.

Termination

- a. The restrictions set forth in this Policy apply to Insiders following the termination of their employment, engagement or term of office, as applicable, for the longer of the following: (1) if the Insider is aware of material non-public information when his or her employment,

engagement or term of office terminates, until such information ceases to be material or until the close of business on the second trading day following the date on which such information is publicly disclosed, (2) if the termination of employment, engagement or term of office occurs during a quiet period, until the expiration of the quiet period and (3) for such period as the Company shall determine such person is likely to be in possession of material non-public information, such determination shall be made by at least two of the following individuals (excluding the Insider): the Company's Chairman of the Board; Chairman of the Audit Committee; Chief Executive Officer; Chief Financial Officer; or Chief Legal Officer.

Confidentiality of Non-public Information

- a. Nonpublic information relating to the Company is the property of the Company, and the unauthorized disclosure of such information is forbidden. If an Insider receives inquiries about the Company from securities analysts, reporters, or others, decline to comment and direct them to the Company's General Counsel. Keep all memoranda, correspondence, and other documents that reflect nonpublic information in a secure place, such as a locked office, a locked file cabinet, or a protected computer file, so that they cannot be seen or accessed by third persons.
- b. No Insiders at any time should participate in discussions or "talkbacks" regarding the Company in Internet chat rooms, message boards, websites, or other similar venues. Posting Company information to such venues would be considered a violation of this Policy and be subject to appropriate disciplinary actions. Do not discuss material non-public information where it may be overheard, such as in restaurants, elevators, restrooms, and other public places. Remember that cellular phone conversations are often overheard and that voicemail and e-mail messages may be retrieved by persons other than their intended recipients if not carefully addressed. Any intentional or unintentional disclosure of material non-public information should be reported immediately to the Company's Chief Financial Officer or Chief Legal Officer.

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Company Assistance

If you have any questions about specific transactions, you may obtain additional guidance from the Company's legal department and are strongly encouraged to do so. Remember, however, that the ultimate responsibility for adhering to this Policy and avoiding improper transactions rests with you. In this regard, it is imperative that you use your best judgment.

* * * * *

CERTIFICATION PURSUANT TO
SECTION 302(A) OF THE SARBANES-OXLEY ACT OF 2002

I, Shabtai Adlersberg, certify that:

1. have reviewed this annual report on Form 20-F of AudioCodes 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(s) 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 annual 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 the annual 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(s) 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 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: March 26, 2025

/s/ SHABTAI ADLERSBERG
Shabtai Adlersberg
President and Chief Executive Officer

CERTIFICATION PURSUANT TO
SECTION 302(A) OF THE SARBANES-OXLEY ACT OF 2002

I, Niran Baruch, certify that:

1. have reviewed this annual report on Form 20-F of AudioCodes 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(s) 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 annual 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 the annual 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(s) 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 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: March 26, 2025

/s/ NIRAN BARUCH

Niran Baruch

Vice President Finance and Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of AudioCodes Ltd., or the Company, on Form 20-F for the period ending December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof, or the Report, I, Shabtai Adlersberg, President and 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 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 result of operations of the Company.

Date: March 26, 2025

/s/ SHABTAI ADLERSBERG

Shabtai Adlersberg
President and Chief Executive Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of AudioCodes Ltd., or the Company, on Form 20-F for the period ending December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof, or the Report, I, Niran Baruch, Vice President Finance and 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 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 result of operations of the Company.

Date: March 26, 2025

/s/ NIRAN BARUCH

Niran Baruch

Vice President Finance and Chief Financial Officer

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statements (Form S-8 Nos. 333-11894, 333-13268, 333-105473, 333-144823, 333-144825, 333-160330, 333-170676, 333-13378, 333-190437, 333-210438, 333-230388 and 333-264535) pertaining to the equity incentive plans of AudioCodes Ltd.,

of our reports dated March 26, 2025, with respect to the consolidated financial statements of AudioCodes Ltd., and the effectiveness of internal control over financial reporting of AudioCodes Ltd., included in this Annual Report (Form 20-F) for the year ended December 31, 2024.

Tel Aviv, Israel
March 26, 2025

/s/ KOST FORER GABBAY AND KASIERER
A member of EY Global
