

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, 2021

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)

1 Hayarden Street, Airport City Lod 7019900, Israel

(Address of principal executive offices)

Shabtai Adlersberg, President and Chief Executive Officer, Tel: 972-3-976-4105, Fax: 972-3-9764040, 1 Hayarden Street, Airport City, Lod 7019900 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, 2021, the Registrant had outstanding 32,498,215 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

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

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether 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.

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 contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, or the Securities Act, and Section 21E of the Securities Exchange Act, 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 anyone, or some combination, of the following factors could have a material and adverse effect on our business, financial condition, cash flows 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.

- The COVID-19 pandemic has adversely affected, and uncertainty concerning the future outlook of the pandemic and its ongoing effects may continue to adversely affect, our business and operating results;
- 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 ongoing transition to the use of cloud-based software creates challenges for us because some of our products are intended for on-premises use;
- The increased adoption of IP networks may adversely affect the demand for media gateway products;
- 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;
- 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;
- Uncertain economic conditions, macroeconomic changes and trade wars (such as the trade war between the U.S. and China) may adversely affect our business;
- Political, economic and military conditions in Israel directly affect our operations and we are subject to specific risks, such as fluctuations in the value of the dollar against the NIS, and the conditions imposed on Israeli government grants for research and development expenditures;
- We are subject to ongoing costs and risks associated with complying with changing laws and regulations in multiple jurisdictions, including with respect to protection of our intellectual property, privacy, the use of environmentally friendly materials in our products, electronic equipment waste disposal and encryption technology;
- 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;

- There are significant shortages of critical components that we utilize and therefore, we may not be able to manufacture sufficient quantities to keep up with market demand; and
- Our wage-related expenses in Israel have increased exponentially as a result of (i) the unusually strong New Israeli Shekel, or the NIS, compared to other currencies and (ii) the ongoing shortage of skilled research and development, or R&D, employees in Israel, which is causing heightened competition to recruit new employees.

Risks Related to Our Business, Strategy and Industry

The COVID-19 pandemic has adversely affected, and uncertainty concerning the future outlook of the pandemic and its ongoing effects may continue to adversely affect, our business and operating results.

The spread of COVID-19, including its highly contagious variants and sub-lineages, continues to present significant challenges and risks to businesses around the world. Governmental authorities of many countries, including Israel and the United States, have implemented, and may continue to implement, significant measures to control the spread 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.

The COVID-19 pandemic has disrupted supply chains and affected production and sales across a range of industries, including the industry in which we operate. Given that some of our materials and products are sourced from suppliers located in China, we manufacture most of our products in China and we have more than 50 employees in China. We previously experienced delays in the manufacturing of our hardware products during the middle of the first quarter of 2020. Although we were able to ship all of our products as planned during that quarter, the COVID-19 pandemic has caused, and may continue to cause, disruptions and/or delays in our supply chain, manufacturing and shipments. While we have previously managed, and will continue to actively manage, the business in an attempt to mitigate the impacts of the COVID-19 pandemic, we cannot at this time estimate the duration or full magnitude that the COVID-19 pandemic will have on our business, results of operations and financial condition.

Governmental reactions to the COVID-19 pandemic, lockdowns, including shelter-in-place orders, and social distancing policies adopted by governments worldwide to manage the COVID-19 pandemic led to an acceleration in the adoption of work from home (Work from Home or WFH) policies and technologies, a global trend that had already been gaining momentum in the past few years. To ensure business continuity, companies and contact centers were compelled to transition their employees quickly from a physical office to a Work from Home environment. This in turn led to increased demand for UCaaS and video conferencing solutions, such as Microsoft Teams and Zoom, as well as Work from Home agent solutions for contact centers. As a result of these recent trends, we have experienced an increased demand for our related products and solutions.

In response to such increased demand, we previously launched Work from Home promotions and solutions aimed at helping companies offer reliable and high-quality voice communications for Work from Home 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. We also 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.

The ongoing developments and fluidity of the COVID-19 pandemic, and its material and adverse impact on the global economy at large, has restricted our ability to definitively predict how the COVID-19 pandemic will impact our business and operations in the near- and long-term. The latest governmental responses to the COVID-19 pandemic, as well as alterations and extensions of such approaches, could continue to result in volatile and uncertain economic conditions. The extent of the impact of the COVID-19 pandemic on our business and results of operations will depend on future developments, which are highly uncertain at this time. Such developments include, but are not limited to, the duration and severity, and the effects of subsequent waves and variants, of COVID-19 across the globe, the timing, pace and effectiveness of vaccination rollouts in the countries in which we operate, delays and impediments to our supply chain and ability to continue to manufacture products, and ongoing restrictions on our business and personnel that may be implemented by governmental rules and regulations in an attempt to prevent the spread of COVID-19 and its highly contagious and new variants.

To the extent the COVID-19 pandemic 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.

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.

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 some 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.

Our competitors in the area of enterprise session border controllers include, among others, Oracle, Ribbon Communications, Metaswitch (previously acquired by Microsoft), TE-Systems and Ingate.

Our competitors in the area of low and mid-density digital gateways include, among others, Ribbon Communications, Cisco, Dialogic, NewRock, Patton, Ferrari and Sangoma.

Our competitors in the area of multi-service business routers include, among others, Cisco, Juniper, Adtran, One-Access (previously acquired by Ekinops), Patton, Huawei, HP/3COM and Alcatel-Lucent.

Our competitors in the area of call recording include, among others, Verint, NICE, ACS, Red Box, Teleware and Dubber.

Our competitors in the area of applications leveraging speech recognition and conversational AI technology include, among others, Twilio, Nuance (which was recently acquired by Microsoft) and IBM, as well as Contact Center vendors (including Genesys and Avaya). Some public cloud providers offer technology and services that partially overlap with ours and several smaller start-up companies are also developing competing solutions.

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 Poly, Yealink, Grandstream, VTEC (which acquired Snom Technology) and many others.

End-to-end IP telephony vendors sell IP phones that only work in their proprietary systems. These competitors include Cisco, Avaya, Alcatel-Lucent, Siemens, Mitel and NEC. In the area of Microsoft UC our competitors are the certified devices vendors – Yealink and Poly.

Our competitors for AudioCodes Live for Microsoft Teams are companies that offer a variety managed services for business customers. These companies include systems integrators, service providers and some cloud-based solution providers. In certain cases, some companies buy AudioCodes products and/or services, and use them to offer managed services to their customers. AudioCodes sometimes works in partnership with such companies to complement their offering or even leverage some of their capabilities to offer managed services.

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.

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.

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 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. 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 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 in the event that we had to engage an alternate supplier for 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 2021, 2020 and 2019, sales to Westcon Group, our largest customer in 2021, accounted for approximately 15.4%, 13.0% and 13.5%, respectively, of our total revenues, and sales to ScanSource Communications Group accounted for approximately 10.9%, 13.5% and 16.0%, 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 four 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 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.

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 who 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 and other stakeholders on environmental, social and governance-related matters could impact our business and operations.

As members of the investment community have recently began to heavily factor 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, 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 investors, 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. 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.

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 2021, the global markets experienced, and continue to experience, higher rates of inflation as a result of several market factors. As a result of these inflationary pressures, governments in many countries have implemented tight monetary policies, which could slow the growth rate of local economies and restrict the availability of credit. To the extent the current rates of inflation and shifts in fiscal and monetary policy result in 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. 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.

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 for the 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 produced to hold in inventory, we will need to write off all or a part of the inventory value of these products. Write-offs could adversely affect our operating results and financial condition. We wrote off inventory in an aggregate amount of \$1.7 million in 2021, \$4.2 million in 2020 and \$4.5 million in 2019. We have incurred 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 the results of our 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 a 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 financings. 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 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 doubtful accounts and write-offs of accounts receivable could increase.

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 U.S. 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 U.S. will modify existing tariffs. Due to the dynamic nature of governmental actions and responses, we are subject to uncertainty as to whether and when proposed tariffs will come into effect. Since we operate in the U.S. and deliver products and services to customers in the U.S., the trade war has adversely affected us, and especially if and when it is 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 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 2021 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 2021 were incurred in the NIS. During 2021, the NIS appreciated against the dollar, which resulted in an increase in the dollar cost 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 in our expenses, we may be required to increase the prices of our products and may be less competitive. 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 2020, 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 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, as of the date of this Annual Report, 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 March 2022, Israel's 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 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 who 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, 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. It is not possible at this time to predict or determine the ultimate consequences of the conflict in Ukraine, 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 our share price to decline.

Financial, political, economic and other uncertainties following terrorist attacks 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 could adversely impact our business and financial condition, including in the form of reduced revenues.

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. In the event that the capacity shortage in the semiconductor industry 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. Given the uncertainty surrounding the COVID-19 pandemic and other macroeconomic conditions, we are not able at this time to estimate the ultimate long-term impact that the shortage of semiconductors 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 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 of Lebanon, as well as in the Golan Heights. 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. Ongoing violence between Israel and the Palestinians, as well as tension between Israel and its neighboring countries, may have a material adverse effect on our business, financial conditions and results of operations.

Political events in various countries in the Middle East, such as Syria, Iraq, Iran and Egypt, have weakened the stability of those countries, and have allowed extreme terrorists organizations, such as ISIS, 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. Our headquarters and research and development facilities are located in the State of Israel. Any events that affect the State of Israel may impact us in unpredictable ways. For example, recent activities of the global movement for a campaign of Boycott, Divestment and Sanctions (BDS) against Israel may adversely affect our sales in certain countries. We have contingent plans for alternative manufacturing and supply sources, but these plans may be insufficient. Should our operations be impacted in a significant way, this may adversely affect the results of our operations.

We cannot predict the effect on us of an 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. Some of our employees live within conflict area territories and may be forced to stay at home instead of reporting to work. We cannot predict the full impact of these conditions on us in the future, particularly if emergency circumstances or an escalation in the political situation occur. 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 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. 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.

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.

We generate most of our revenues in dollars and, in 2021, 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 2021, 2020 and 2019, the NIS appreciated against the dollar, which resulted in an increase in the dollar 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. For example, as a result of the unusually strong value of the NIS as compared to other currencies, our labor-related costs have increased exponentially from 2021 through the date of this Annual Report.

A decrease in value of the dollar in relation to the NIS could have the effect of increasing the cost in dollars of these expenses. Our dollar-measured results of operations were adversely affected in 2021 and 2020 when the NIS appreciated substantially against the dollar. This could happen again if the dollar were to decrease in value against the NIS.

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. We can provide no assurance that our hedging arrangements will be effective. In addition, 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.

Because exchange rates between the NIS and the dollar fluctuate continuously, exchange rate fluctuations have an impact on our profitability and period-to-period comparisons of our results of operations. For example, in 2021, the value of the dollar decreased in relation to the NIS by 3.3% and the inflation rate in Israel was 2.8%. In 2020, the value of the dollar decreased in relation to the NIS by 7.0% and the deflation rate in Israel was 0.7%. In 2019, the value of the dollar decreased in relation to the NIS by 7.8% and the

inflation rate in Israel was 0.6%. Our results of operations may be adversely affected in case of a decrease in the value of the dollar to the NIS.

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 satisfy these conditions, we may be required to refund grants previously received together with interest and penalties.

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

As of December 31, 2021, we have a contingent obligation to pay royalties in the amount of approximately \$19.1 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 shares.

Provisions of Israeli law may delay, prevent or make undesirable a merger or an acquisition of all or a significant portion of our 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.

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 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.

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 our 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 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.

We must comply with continually evolving privacy-related laws regulations in multiple jurisdictions.

Our use and handling of personally identifiable data is regulated at the international, federal and state levels. The regulatory environment surrounding information security and privacy is increasingly demanding. For example, the General Data Protection Regulation (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 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.

In addition, 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. If we fail to comply with these laws and regulations, we could be subjected to legal risk.

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 2004 through 2021, 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.

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, 2016 and April 24, 2022, the trading price of our shares on Nasdaq has fluctuated from a low of \$3.66 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;
- integration of acquired businesses, technologies or joint ventures with our products and operations;
- the conditions of the securities markets, particularly in the technology and Israeli sectors; and
- political, economic and other developments in the State of Israel and worldwide.

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 our share price, regardless of our actual operating results.

Our quarterly results of operations have fluctuated in the past and we expect these fluctuations to continue. Fluctuations in our results of operations may disappoint investors and result in a decline in 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 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 decline.

The following factors have affected our quarterly results of operations in the past and are likely to affect our quarterly results of operations in the future:

- 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.

Therefore, the results of any past periods may 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.

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 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 TASE. 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.

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

In July 2018, January and August 2019, February and August 2020, February and August 2021, and February 2022 our Board of Directors declared cash dividends on our ordinary shares. 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.

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 result in restatements of, or irregularities in, financial statements.

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. Both are also directors. If our President and Chief Executive Officer or our Chief Business Officer is 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 2021 and continuing into 2022, Israel has faced a shortage of qualified technical personnel with the requisite experience in the industry in which we operate. Specifically, there has been a notable shortage of engineers who are familiar with the intricacies and bespoke aspects of our products and services. If 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 who we engage, to conduct our business and operations, and these systems are subject to cybersecurity risks, potential attacks and breaches due to human error. Moreover, given the nature of cyberattacks, breaches and infiltration of our internal systems (or the systems of the third parties with who 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 effect 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, 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 recently 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.

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).

Over the last decade, AudioCodes developed a range of software-based voice productivity solutions through our Voice.AI business line. These include the Voca range of conversational artificial intelligence, or AI, related solutions that incorporate voice recognition, AI and machine learning technologies, SmartTAP 360° Live, an intelligent, secure enterprise compliance recording solution and Meeting Insights, an innovative tool for easily capturing and organizing all meeting-generated content. Most recently, we introduced 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.

The advent of communications products running as software in virtualized environments or in the cloud required us to adapt our VoIP and digital signal processing, or DSP, technologies – including media processing, call signaling and management suite – to run on COTS servers and become cloud-friendly and elastic, while maintaining the real-time characteristics needed for voice communications. In line with this trend, we adapted many of our products to the virtualized datacenters and cloud, including Mediant

session border controllers, or SBCs, and management applications, allowing for rapid deployment and true elasticity in private and public clouds.

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, with a strong focus on accelerating the voice-enablement of Microsoft Teams. These solutions include AudioCodes Live for Microsoft Teams, a flexible portfolio of fully managed services for simplifying Teams adoption.

Acquisitions have played a key role in our development and growth strategy. For example, in 2004 we entered the field of call recording when we acquired Ai-Logix, a leading provider of advanced voice recording technology and integration cards for the call recording and voice/data logging industries. In 2015, we acquired Active Communications Europe to further strengthen our ability to provide advanced software solutions for the then emerging Microsoft Skype for Business online application, including CloudBond 365 and User Management Pack™ 365. In 2021, we acquired Callverso Ltd. a company with conversational AI solutions. Callverso was subsequently merged into AudioCodes.

Our principal executive offices are located at 1 Hayarden Street, Airport City, Lod, 7019900 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., 200 Cottontail Lane, Suite A101E, Somerset, New Jersey 08873, 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 on Form 20-F. 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, 2021

AudioCodes Live Offerings for Microsoft Teams

During 2021, we expanded 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.

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 premise 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 introduced AudioCodes Live Cloud for Microsoft Teams, a managed service which simplifies the creation and operation of multi-tenant Teams offerings, including enterprise telephony. With AudioCodes Live Cloud 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 Cloud 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.

Solutions for Work-from-Home Agents and Contact Centers

In 2021, many of our developments for the contact center market were focused on expanding the functionality of our WebRTC solutions to overcome the challenges posed by the COVID-19 pandemic and the rise of the Work-from-Home model.

To this end, the WebRTC Gateway's capacity was increased by more than 50 percent to support the wider deployment of remote agents, which also features WebRTC softphone for contact center environments with tight integration with the Genesys Engage solution.

We also offer remote connectivity for agents from anywhere, as well as provide customers with VoIP connectivity from web or mobile applications through click-to-call solutions.

During 2021, our contact center solutions were listed in Genesys AppFoundry marketplace and we also introduced Live CX, a portfolio of managed services for the Contact Center market, which offers PSTN Connectivity and Work-From-Anywhere solutions fully managed by AudioCodes.

VoiceAI Business Line Evolution

At the beginning of 2021, AudioCodes rebranded its Voice.AI Gateway as the VoiceAI Connect Enterprise Edition, and the Phone Number Connector, or PNC, as the VoiceAI Connect Cloud Edition. The new names are used throughout this report.

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 on voice, video and instant messaging (IM).

Following its official certification for Microsoft Teams, we rebranded SmartTAP as a recording as a service solution, available from either the customer's cloud or the AudioCodes cloud. We continue to work with our traditional Microsoft channels to offer SmartTAP 360° Live to enterprise customers worldwide who are migrating to Teams.

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

Voca is an agile conversational IVR solution for automating main-line call flows, capable of understanding and mastering unique organizational vocabularies. Customizing and managing Voca is straightforward due to its real-time, self-service web management interface, with no prior technical knowledge required.

The voice recognition technology behind Voca is based on a multi-language STT engine, utilizing state-of-the-art AI (deep neural network). For additional speech capabilities, such as language support, natural language understanding and more, Voca uses the speech cognitive services extension from Microsoft Azure. Major developments in 2021 include:

- Multi-lingual Voca using Microsoft Azure speech services;
- Voca-WebRTC integration;
- Resource optimization of the multi-language STT engine; and
- Introduction of VocaBOT to global markets.

VoiceAI Connect

The AudioCodes VoiceAI Connect Enterprise Edition extends chat and voice bot functionality to telephony communications, by connecting the bots to any type of telephony channel and thus allowing customers to talk naturally with bots for a voice-centric user experience. VoiceAI Connect supports multiple bot use cases, including conversational IVR (replacing DTMF-based legacy IVR systems), Virtual agent (offloading live agents), Agent assist (virtual assistant for live agents) and outbound campaign (calls initiated by the bot).

During 2021, we added support for additional bot frameworks, including Microsoft PVA, and expanded supported TTS and STT engines to include Nuance Mix, among others. In addition to connecting bot to telephony systems, we also added support for speaker verification engines.

The AudioCodes VoiceAI Connect Cloud Edition is the self-service portal version of VoiceAI Connect Enterprise in which the bot developer can immediately connect the bot to a public phone number, supplied by AudioCodes, to be able to call and speak with a bot in just a few clicks. It is particularly well-suited to quick trials, proof of concept, or POC, projects and non-customized productions.

During 2021, we hardened VoiceAI Connect Cloud GDPR compliance and added security and anti-fraud mechanisms.

VICA

VICA is a new addition to AudioCodes' VOICE.AI products as an outcome of the acquisition of Callverso in November. VICA is an Intelligent Virtual agent for contact center that are looking to enhance customer experience while reducing operating costs.

Meeting Insights

Meeting Insights leverages AudioCodes' voice expertise and state-of-the-art Voice.AI technology to effortlessly record any meeting, presentation or lecture via Microsoft Teams, regardless of whether the attendees are in the room or participating through a conference call.

Based upon feedback we received during our successful early adoption program that ended in the third quarter of 2020, we recently upgraded Meeting Insights with powerful new capabilities requested by our users, including:

- Native Microsoft Teams integration;
- The ability to capture meeting recaps using spoken words;

- An action items summary report enabling users to follow up on their action items; and
- Enabling each user to capture private highlights.

Product and Technology Developments

SBC Developments

During 2021, we expanded and enhanced our session border controller (SBC) family of products for enterprises and service providers, and introduced a new hybrid SBC and Media Gateway platform, the Mediant 3100 supporting up to 64 E1/T1 spans and up to 5,000 concurrent SBC sessions. We further improved our SBCs' performance and capacity in virtual and cloud environments, and enhanced the SBC voice quality monitoring and enhancements capabilities, and hardened our security mechanisms, including through the implementation of stricter privacy compliance.

In Microsoft Teams environments, we certified our SBCs for Local Media Optimization for conference calls and added Azure AD authentication.

IP Phones and Meeting Room Solutions

During 2021, 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 Teams meetings.

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 2021, 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 Teams meetings.

OVOC now supports the Microsoft Graph API, which provides QoE notifications for Microsoft Teams user calls. OVOC monitors Microsoft Teams' internal and peer-to-peer calls. Accordingly, OVOC provides the ability to monitor a Teams call end-to-end, including calls to the PSTN network, where PSTN information is queried from AudioCodes SBCs. We also added Device Manager integration with EPOS (Sennheiser) headset devices. Our partnership with EPOS enables IT administrators to manage EPOS devices directly through AudioCodes Device Manager.

To combat the growing issue of spamming and robocalls, which are 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. The service is available for markets in the United States. In addition, ARM supports Emergency Call Users in Microsoft Teams. Support for emergency calling for nomadic users, which is mandatory in many regulatory environments, includes recognizing when a call is made to emergency service providers, providing information about the caller's location, and ensuring that emergency service providers have the caller's number to enable dispatchers to call them back, if necessary.

Multi-Service Business Routers and Universal CPE

During 2021, we introduced some important adaptations to our MSBR and universal customer premises equipment, or uCPE, product lines, including the addition of 8 FXS ports and 4 BRI to our M500Li product, and various integrated servers to our M800 uCPE.

With the increasing demand for reliable, fast cloud UC access among enterprises worldwide, we have added Fiber and 1Giga bit support to our Mediant 800 uCPE platform and continued to work with leading SD-WAN vendors to offer a fully integrated solution that provides a cost-effective, high-speed alternative to MPLS networks.

Cloud and Managed Services Infrastructure

In 2021, we expanded our infrastructure for high-scale managed services in the North America, Europe and Asia Pacific regions. It enables the delivery of managed services such as Teams Direct Routing SBC, managed CPEs, Teams Voice management and additional services for medium and large enterprises, out of these datacenters or out of Microsoft Azure and Amazon clouds.

The infrastructure 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.

PRINCIPAL CAPITAL EXPENDITURES

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

	Year Ended December 31,		
	2021	2020	2019
Computers and peripheral equipment	\$ 592	\$ 931	\$ 1,064
Office furniture and equipment	546	539	687
Leasehold improvements	36	60	198
Total	<u>\$ 1,174</u>	<u>\$ 1,530</u>	<u>\$ 1,949</u>

B. BUSINESS OVERVIEW

INDUSTRY BACKGROUND AND MARKET TRENDS

Impact of COVID-19 on Our Markets

The COVID-19 pandemic has impacted, and continues to impact, the markets that we serve. In particular, the COVID-19 pandemic resulted in an unprecedented shift to Work-from-Home for many enterprises and contact centers, and a need to enable remote teams and agents to communicate and collaborate, regardless of their location. Moreover, there has also been a significant increase in the consumption of online services resulting from lockdowns in many countries, thus increasing the load on support centers.

The initial IT priority was focused on supporting remote work and expanding network capacities. After systems had been improved to meet the immediate needs of the crisis, enterprises aimed to create a more efficient and effective Work-from-Home environment by modernizing the way employees communicate and collaborate internally and with third parties, including customers.

The COVID-19 pandemic has driven, and continues to drive, customers to reevaluate the tools that they use to provide calling, video-enabled meetings and team messaging. Organizations are now more widely seeking solutions that provide an integrated user experience, allowing easy integration with business applications and workflow processes. In particular, we have noted (and anticipate continued) customer interest in applications that integrate with existing on-premises platforms, while introducing new cloud-based capabilities, such as video conferencing and integrated messaging.

Enterprise Unified Communications

In 2021, the demand for UC continued to accelerate as the pandemic drove businesses towards cloud UC services, while on-premises UC adoption, as well as the PBX market, slowed down. 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 and Zoom.

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 2021, driven by the COVID-19 pandemic, 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 web or dedicated mobile applications.

Another key driver in 2021 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.

Service Provider All-IP Transformation

In 2021, we observed several telecom operators slowing down deployments due to the COVID-19 pandemic, while others 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 drive 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 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 IP networks. The second is aggregating a large number of TDM links, primarily ISDN PRI, at centralized points of presence utilizing high-capacity VoIP media gateways.

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 Work From Home activity drives integration of such interfaces in our lower-end CPEs.

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, 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. We intend to continue to capitalize on our expertise in voice compression technology and voice signaling protocols and proficiency in designing voice communications systems. We continually upgrade our product lines with additional functionalities, interfaces, densities and compatibility with the leading UC, CC and SIP solutions in the market. We are also adapting our product functionality to be software-based and run natively in cloud environments, to comply with the industry trend of migrating to private and public clouds. We have invested heavily and are committed to continued investment in developing technologies that are key to providing high performance voice, data and fax transmission over IP networks and to be 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 engineer 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, Zoom and Genesys (including Interactive Intelligence).

Engage enterprise customers in direct 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 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.

Expand and enhance the development of highly integrated products. We plan to continue designing, developing and introducing new product lines, product features and services that address the increasingly sophisticated needs of our customers. We believe that our knowledge of core technologies and system design expertise enable us to offer better solutions that are more complete and contain more features than those available in competitive alternatives. We believe that the best opportunities for our growth and profitability will come from offering a broad range of highly integrated network product lines, product features, professional services, integration of data routing and switching services into our VoIP products, and the expansion into the service providers and carriers IP networks, unified communications and contact center markets.

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. The technology we developed originally for the service provider, enterprise, and OEM markets can also be used to create application-specific products and solutions, which helps us penetrate and serve various types of customers. Key segments that we focus on are unified communications, contact centers, SIP trunking and hosted services markets that have been adopting VoIP solutions.

Develop and expand professional services and managed services offering. We are planning to expand our product-led services offering in line with our new products and solutions. 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.

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.

AUDIOCODES 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 that trend to continue in 2022 and beyond, and consequently we plan to focus on providing solutions that ensure a smooth migration to cloud-based UC and offer 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 during 2020. We expect our certified support for Teams Direct Routing, our growing offering of audio and video devices and meeting room solutions, and our additional communications software solutions (call recording and Meeting Insights productivity solution) to continue to be focus areas for us as enterprises migrate from Skype for Business and other UC solutions, and adopt Microsoft Teams.

We believe that our AudioCodes Live for Microsoft Teams managed services 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 without having to make capital investments in hardware and software and without the need for specialized, in-house technical expertise.

In addition to Microsoft, we also plan to build up our collaborations with other partners and their UC offerings, including Zoom Phone and Amazon Chime.

Contact Centers

As contact center vendors turn their focus to cloud services, our approach is to engage with enterprises who prefer to undertake a smoother and controlled journey to the cloud at their own pace. We work with system integrators to help those enterprises introduce innovation to their existing contact centers by modernizing their capabilities with technology such as click-to-call, Work-from-Home agent access and conversational AI solutions. Additionally, we work with Cloud Contact Center vendors to enhance their offering and get listed in their marketplaces.

VoiceAI 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.

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.

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.

AudioCodes MediaPack 1xx 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 for later-stage AI analysis and for meeting regulatory compliance demands.

Voca

AudioCodes Voca enables businesses to upgrade their calling experience rapidly and easily, by allowing callers to talk their way through an IVR menu. By combining VoiceAI and voice networking technologies, our agile conversational IVR solution features advanced, enterprise-grade voice recognition capabilities that instantly automate calling journeys for both customers and internal users with simple, intuitive voice requests. Voca's out-of-the-box experience is mainly targeted at companies serving a large number of callers on their main line.

For contact center partners and system integrators, Voca is an easy, go-to solution for adding conversational capabilities to existing IVR systems, avoiding the complexities of dealing with a dedicated speech technology vendor, reducing the dependency on professional services, and maintaining high sales margins.

Voca enables a rich IVR experience in UC ecosystems by utilizing flexible hybrid connectivity capabilities with multiple telephony environments. Its multi-tenant service capability allows large customers to manage dedicated conversational IVRs for each of their sites, with easy role-based access for each site's administrators.

Voca's marketing and sales efforts are growing rapidly in North America, Germany, the United Kingdom, the Caribbean and Latin America region and Brazil, with plans to expand regional activity, mainly in the French, Nordics and Benelux markets. Voca's key partners and channels include NTT, NEC Cloud, ScanSource, Nextpointe and ETKn.

VoiceAI Connect

AudioCodes VoiceAI Connect extends chat and voice bot functionality to telephony communications by connecting bots to any type of telephony channel, thus allowing customers to talk naturally with bots for a voice-centric user experience. We work primarily with bot framework vendors to enable and promote creation of voice-bots by adding voice and telephony functionality to their bot framework platforms. In 2021, we extended the supported bot frameworks, including Microsoft PVA and others.

We also initiated collaborations with a wide variety of market players, such as speech services providers, bot developers, system integrators and advisors. We intend to leverage these alliances to create significant voice-bot opportunities for us, especially in the contact center domain.

The VoiceAI Connect Cloud Edition is the self-service SaaS version of VoiceAI Connect Enterprise, 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.

Meeting Insights

AudioCodes Meeting Insights is an enterprise solution designed specifically for the meeting-technology world. It captures and organizes all meeting-generated content, from team collaboration and training sessions to sales and recruitment calls.

During meetings, Mia, a unique in-meeting voice assistant, takes notes, defines action items and marks important moments, either by text or with built-in AudioCodes VoiceAI technology.

Having made many user-driven product enhancements in 2020, we launched a new early adoption program in the first quarter of 2021. Meeting Insights will continue to be promoted worldwide through Microsoft partners.

Management and Operations

AudioCodes' management and operations 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.

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.

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 managed 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 fully managed 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 Cloud

AudioCodes Live Cloud is a Microsoft Teams SaaS solution that enables service providers to offer their business customers a seamless migration to Microsoft Teams.

AudioCodes Live Teams Cloud includes all the necessary services for Direct Routing and Operator Connect, enabling service providers to reduce their initial investment.

AudioCodes provides the voice connectivity infrastructure setup (Direct Routing SBCs), customer onboarding, 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.

Sales and Marketing

Our sales and marketing strategy is focused on ways to obtain direct touch with the end customers, enterprises and service providers, enabling us to offer solutions best suited to solving the challenges the customer is facing. This approach also enables us to better understand the customer network and upsell additional products and capabilities that provide an optimal solution for the customer's needs.

In parallel, we engage with the leading channels, VARs and system integrators in each region, partner with leading application vendors and achieve design wins with system integrators and VARs in our targeted markets. We select our partners based on their ability to provide effective field sales, end-customer engagement, marketing communications and technical support to our customers.

Prospective customers and channels generally must commit resources to test and evaluate our products and to integrate them into larger systems, networks and applications. 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. For these reasons, the sales cycles of our products 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.

We market our products in the North America, Europe, Asia, Latin America and Israel through a direct sales force approaching channel partners and end users. We have invested significant resources in setting up local sales forces giving us a presence in relevant markets. We have placed particular emphasis on emerging markets such as Asia and India, in addition to continuing to sell our products in developed countries.

We have generally entered into non-exclusive sales representation/distribution agreements with customers in each of the major countries in which we do business. These agreements are typically 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.

In 2021, we continued to enhance our field marketing efforts with direct touch enterprise engagements, along with channel recruitment and generic marketing activities, including tradeshows (mainly on a virtual basis due to the COVID-19 pandemic), webinars, seminars, and online and social marketing.

Customers

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

Our enterprise customers include a range of Fortune 1000 organizations, as well as smaller enterprises that use our equipment to primarily enable their UC solutions. Our solutions are sold to enterprise customers through a wide network of resellers and distributors and the bulk of our business is carried out in a two-tier model in over 100 countries. AudioCodes solutions enable enterprises to smoothly migrate their communications infrastructure to all-IP UC solutions. Our sales in this segment are based on two major business offerings: the traditional model including equipment, maintenance contracts and, optionally, day-1 professional services, on the one hand, and a full "as-a-service" solution or managed service that includes the equipment, maintenance, day-1 and day-2 professional services, on the other. The latter offering promises higher 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 primarily deployed at the customer premises and less commonly at the service provider core to provide connectivity and high-quality voice services. AudioCodes' broad range of products, broad functionality (SBC, media gateway, routing, multiple WAN and PSTN interfaces) and wide interoperability allows service providers to deploy our solutions in practically any third party solution environment (for example, Cisco, Huawei, Alcatel, and others) and for a wide range of customers. Our solutions have been sold to service provider customers in 100 countries, mainly through a wide range of distributors and some via direct sales.

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 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 both Cavium Networks 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, 2021 were approximately \$28.7 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 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 utyl 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.

In the following sections we list 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, Metaswitch (acquired by 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), Patton, Huawei, HP/3COM and Alcatel-Lucent.

Applications

Our competitors in the area of call recording are companies such as Verint, NICE, ACS, Red Box, Teleware and Dubber.

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

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 Poly, Yealink, Grandstream, VTEC (which acquired Snom Technology) and many others.

End-to-end IP telephony vendors sell IP phones that only work in their proprietary systems. These competitors include Cisco, Avaya, Alcatel-Lucent, Siemens, Mitel and NEC. In the area of Microsoft UC our competitors are the certified devices vendors – Yealink and Poly.

AudioCodes Live for Microsoft Teams Managed Services

Our competitors for AudioCodes Live for Microsoft Teams are companies that offer a variety managed services for business customers. These companies include systems integrators, service providers and some cloud-based solution providers. In certain cases, some companies buy AudioCodes products and/or services, and use them to offer managed services to their customers. AudioCodes sometimes works in partnership with such companies to complement their offering or even leverage some of their capabilities to offer managed services.

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.

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.

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 the 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 Somerset, New Jersey.

D. PROPERTY, PLANTS AND EQUIPMENT

We lease our main office and warehouse facilities, located in Airport City, Lod, Israel, which occupy approximately 274,000 square feet for annual lease payments of approximately \$6.7 million (including management fees). The term of this lease extends until January 31, 2024.

Our U.S. subsidiary, AudioCodes Inc., leased an approximately 15,400 square foot facility in Somerset, New Jersey, or the New Jersey Lease. AudioCodes Inc. also leases offices in Morrisville, North Carolina. The annual lease payments in 2021 (including management fees) for all our offices in the United States were approximately \$476,000.

In October 2021, we entered into a termination agreement effectively terminating the New Jersey Lease, or the Termination Agreement. Pursuant to the Termination Agreement, we agreed to terminate the New Jersey Lease prior to its original expiration date. The termination is subject to our receipt of a termination payment from the landlord in the aggregate amount of \$1.5 million (which is to be paid in two equal installments of \$750,000) *minus* minor electricity payments to be paid by us. We received the first payment in October 2021, and we anticipate that the remaining payment will be made in August 2022. The lease income recorded in 2021 related to the Termination Agreement was approximately \$382,000.

We lease additional offices in Israel as well as 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 doubtful accounts;
- Inventories;
- Intangible assets;
- Goodwill;
- Income taxes and valuation allowance;
- Share-based compensation; and
- Contingent liabilities.

The extent of the impact of the COVID-19 pandemic and the ongoing conflict in Ukraine 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 products 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 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". We recognize revenue under the core principle that transfer of control to our customers generates revenue in an amount reflecting the consideration we expect to receive from a customer. 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 a performance obligation.

Product revenues are recognized when all performance obligations are satisfied, at the point of time when control is transferred, the product has been delivered and the benefit of the asset has been transferred. Revenues from support are recognized ratably over the term of the underlying contract term. Renewals of support contracts create new performance obligations that are satisfied over the term with the revenues recognized ratably over the period. For professional services, the performance obligations are satisfied, and revenues are recognized, when the services are provided or once the service term has expired.

We enter into contracts that included combinations of products and services that are capable of being distinct and accounted for as separate performance obligations. The products are distinct upon delivery as the customer can derive the economic benefit of it without any professional services, updates or technical support. We allocate the transaction price to each performance obligation, based on its relative standalone selling price out of the total consideration of the contract. For support, we determine the standalone selling prices, based on the price at which we separately sell a renewal contract on a standalone basis. For professional services, we determine the standalone selling prices based on the price at which we separately sell those services on a standalone basis.

Our products contain a significant element relating to our proprietary technology and our solutions offer substantially different features and functionality. As a result, the comparable pricing of products with similar functionality typically cannot be obtained. Additionally, as we are unable to reliably determine the selling prices of comparable products sold by competitors and 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 including, but not limited to, pricing practices in different geographical areas and through different sales channels, gross margin objectives, internal costs, the pricing strategies of competitors and industry technology lifecycles.

We have no obligation to customers after the date on which products are delivered, other than pursuant to warranty obligations and any applicable right of return. 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 \$3.5 million and \$3.0 million as of December 31, 2021 and 2020, respectively. This provision was recorded as part of other payables and accrued expenses.

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.

Allowance for Doubtful Accounts

Our trade receivables are derived from sales to customers located primarily in the Americas, the Far East, Israel and Europe. We perform ongoing credit evaluations of our customers and to date have not experienced any material losses from uncollected receivables. An allowance for doubtful accounts is determined with respect to those amounts that we have recognized as revenue and determined to be doubtful of collection. 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 credit 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 or net realizable value. Cost is determined using the “weighted average cost” method for raw materials and finished products. 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. We wrote off inventory in a total amount of approximately \$1.7 million, \$4.2 million and \$4.5 million in the years ended December 31, 2021, 2020, and 2019, respectively.

Intangible Assets

As a result of our acquisitions, our balance sheet included acquired intangible assets in the aggregate amount of approximately \$2.4 million and \$0.6 million as of December 31, 2021 and 2020, 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 which 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 and a half 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, 2021, 2020 and 2019, 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 and \$36.2 million as of December 31, 2021 and 2020, respectively. 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.

ASC 350, “Intangibles – Goodwill and Other”, 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, 2021, 2020 and 2019, no impairment losses were identified with respect to intangible assets.

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 than 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. 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 \$14.1 million, \$8.8 million and \$5.3 million in the years ended December 31, 2021, 2020 and 2019, respectively. As of December 31, 2021, there was approximately \$19.8 million of total unrecognized share-based compensation expense related to non-vested share-based compensation arrangements granted by us. As of December 31, 2021, such expense is expected to be recognized over a weighted-average period of 3.11 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, 2021.

Recently Issued and Adopted Accounting Pronouncements

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

New Accounting Pronouncements Not Yet Effective

See Note 2aa 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 packages (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 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 that distribute and integrate the Skype for business solution to enterprises.

In November 2019, we and our former Israeli subsidiary, AudioCodes Development Ltd. (which was merged into our company effective January 1, 2020), entered into a royalty buyout agreement, or the Royalty Buyout Agreement with the IIA relating to certain grants they had received from the IIA. The contingent net royalty liability to the IIA at the time of the Royalty Buyout Agreement with respect to these grants was approximately \$49 million, or in this section, the Debt, including interest to the date of the Royalty Buyout Agreement. As part of the Royalty Buyout Agreement, we agreed to pay approximately \$32.2 million to the IIA (to settle the Debt in full) in three annual installments starting in 2019. The annual installments were linked to the NIS and bore interest. Pursuant to the Royalty Buyout Agreement, we eliminated all royalty obligations related to our future revenues with respect to these grants. In December 2021, December 2020, and November 2019, we paid three installments of approximately \$12.2, \$11.6 and \$10.7 million, respectively, due under the Royalty Buyout Agreement.

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.

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 15.44%, 13.03% and 13.50% of our revenues in the years ended December 31, 2021, 2020 and 2019, respectively. In addition, ScanSource Communications Group accounted for approximately 10.9%, 13.47% and 16.0%, of our revenues in the years ended December 31, 2021, 2020 and 2019, respectively. Our top five customers accounted for approximately 38.70%, 37.70% and 41.50% of our revenues in the years ended December 31, 2021, 2020 and 2019, 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,		
	2021	2020	2019
Americas	46.5 %	46.7 %	48.7 %
Far East	15.7	16.3	13.6
Europe	35.6	34.3	36.4
Israel	2.2	2.7	1.3
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 doubtful accounts and write-offs of accounts receivable could increase.

Impact of the COVID-19 Pandemic on Our Business and Operations

The spread of COVID-19, including its highly contagious variants and sub-lineages, continues to present significant challenges and risks to businesses around the world. Governmental authorities of many countries, including Israel and the United States, have implemented, and may continue to implement, significant measures to control the spread 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.

The COVID-19 pandemic has disrupted supply chains and affected production and sales across a range of industries, including the industry in which we operate. Given that some of our materials and products are sourced from suppliers located in China, we manufacture most of our products in China and we have more than 50 employees in China. We previously experienced delays in the manufacturing of our hardware products during the middle of the first quarter of 2020. Although we were able to ship all of our products as planned during that quarter, the COVID-19 pandemic has caused, and may continue to cause, disruptions and/or delays in our supply chain, manufacturing and shipments. While we have previously managed, and will continue to actively manage, the business in an attempt to mitigate the impacts of the COVID-19 pandemic, we cannot at this time estimate the duration or full magnitude that the COVID-19 pandemic will have on our business, results of operations and financial condition.

Governmental reactions to the COVID-19 pandemic, lockdowns, including shelter-in-place orders, and social distancing policies adopted by governments worldwide to manage the COVID-19 pandemic led to an acceleration in the adoption of work from home (Work from Home or WFH) policies and technologies, a global trend that had already been gaining momentum in the past few years. To ensure business continuity, companies and contact centers were compelled to transition their employees quickly from a physical office to a Work from Home environment. This in turn led to increased demand for UCaaS and video conferencing solutions, such as Microsoft Teams and Zoom, as well as Work from Home agent solutions for contact centers. As a result of these recent trends, we have experienced an increased demand for our related products and solutions.

In response to such increased demand, we previously launched Work from Home promotions and solutions aimed at helping companies offer reliable and high-quality voice communications for Work from Home 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. We also 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.

The ongoing developments and fluidity of the COVID-19 pandemic, and its material and adverse impact on the global economy at large, has restricted our ability to definitively predict how the COVID-19 pandemic will impact our business and operations in the near- and long-term. The latest governmental responses to the COVID-19 pandemic, as well as alterations and extensions of such approaches, could continue to result in volatile and uncertain economic conditions. The extent of the impact of the COVID-19 pandemic on our business and results of operations will depend on future developments, which are highly uncertain at this time. Such developments include, but are not limited to, the duration and severity, and the effects of subsequent waves and variants, of COVID-19 across the globe, the timing, pace and effectiveness of vaccination rollouts in the countries in which we operate, delays and impediments to our supply chain and ability to continue to manufacture products, and ongoing restrictions on our business and personnel that may be implemented by governmental rules and regulations in an attempt to prevent the spread of COVID-19 and its highly contagious and new variants.

Ongoing Conflict in Ukraine

In February 2022, Russia launched a large-scale invasion of Ukraine, and, as of the date of this Annual Report, 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 March 2022, Israel's 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 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 who we engage), and the global economy at large.

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,			
	2021		2020	
	Amount	% of Revenues	Amount	% of Revenues
Revenues:				
Products	\$ 155,089	62.3 %	\$ 145,332	65.8 %
Services	93,831	37.7	75,442	34.2
Total revenues	<u>248,920</u>	<u>100.0</u>	<u>220,774</u>	<u>100.0</u>
Cost of revenues:				
Products	52,750	21.2	54,384	24.6
Services	25,279	10.2	16,574	7.5
Total cost of revenues	<u>78,029</u>	<u>31.3</u>	<u>70,958</u>	<u>32.1</u>
Gross profit	170,891	68.7	149,816	67.9
Operating expenses:				
Research and development, net	53,396	21.5	46,072	20.9
Selling and marketing	62,057	24.9	51,217	23.2
General and administrative	15,914	6.4	14,177	6.4
Total operating expenses	<u>131,367</u>	<u>52.8</u>	<u>111,466</u>	<u>50.5</u>
Operating income	39,524	15.9	38,350	17.4
Financial income (expenses), net	123	0.1	(1,703)	(0.8)
Income before taxes on income	<u>39,647</u>	<u>16.0</u>	<u>36,647</u>	<u>16.6</u>
Taxes on income	<u>(5,896)</u>	<u>(2.4)</u>	<u>(9,399)</u>	<u>(4.3)</u>
Net income	<u>\$ 33,751</u>	<u>13.6 %</u>	<u>\$ 27,248</u>	<u>12.3 %</u>

Year Ended December 31, 2021, Compared to Year Ended December 31, 2020

Revenues. Revenues increased 12.7% to \$248.9 million in the year ended December 31, 2021, from \$220.8 million in the year ended December 31, 2020.

Our revenues from sales of products in the year ended December 31, 2021 increased by 6.7% to \$155.1 million, or 62.3% of total revenues, from \$145.3 million, or 65.8% of total revenues, in the year ended December 31, 2020. The increase in revenues from sales of products was primarily attributable to our enterprise activities related to the UCaaS and Contact Center markets, the increased adoption of unified communications and collaboration solutions by businesses/enterprises (specifically, Microsoft Teams), which account for a large portion of our revenues, and the increased migration by Contact Center customers moving to IP and acquiring Work from Home solutions. The increased adoption of UC and CC solutions and the migration to all-IP voice networks positively affected the demand for our products, specifically supporting high growth of our SBC products.

Our revenues from sales of services in the year ended December 31, 2021 increased by 24.4% to \$93.8 million, or 37.7% of total revenues, from \$75.4 million, or 34.2% of total revenues, in the year ended December 31, 2020. 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).

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 increased to \$170.9 million in the year ended December 31, 2021, from \$149.8 million in the year ended December 31, 2020. Gross profit as a percentage of total revenues was 68.7% in the year ended December 31, 2021, compared to 67.9% in the year ended December 31, 2020. The increase in the gross profit as a percentage of total revenues is primarily attributable to (i) the increase in our revenues from sales of software products and services, which have a significantly higher average gross margin, and (ii) our fixed overhead costs being spread over increased revenues. In the year ended December 31, 2021, expenses included in cost of revenues related to share-based compensation were \$0.4 million, compared to \$0.2 million in the year ended December 31, 2020.

Cost of revenues related to sales of products decreased by 3.0% to \$52.8 million in the year ended December 31, 2021, from \$54.4 million in the year ended December 31, 2020. Gross margin percentage from products was 66.0% in the year ended December 31, 2021 and 62.6% in the year ended December 31, 2020. This increase is primarily attributable to the more favorable product mix in the sale of our products, including software sales exceeding hardware sales, in the year ended December 31, 2021.

Cost of revenues related to sales of services in the year ended December 31, 2021 increased by 52.5% to \$25.3 million, from \$16.6 million in the year ended December 31, 2020. 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, 2021, the gross margin percentage from sales of services decreased to 73.1%, from 78.0% in the year ended December 31, 2020.

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 increased by 15.9% in the year ended December 31, 2021 to \$53.4 million, from \$46.1 million in the year ended December 31, 2020. As a percentage of total revenues, research and development expenses, net increased to 21.5% in the year ended December 31, 2021, from 20.9% in the year ended December 31, 2020. The increase on an absolute basis is primarily due to (i) the appreciation of the NIS against the dollar and (ii) an increase in the total number of our employees and related expenses. In addition, in the year ended December 31, 2021, expenses included in research and development expenses related to share-based compensation were \$2.8 million, compared to \$1.5 million in the year ended December 31, 2020. IIA grants recognized were \$0.6 million in the year ended December 31, 2021, compared to \$0.4 million in the year ended December 31, 2020.

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 21.2% in the year ended December 31, 2021 to \$62.1 million, from \$51.2 million in the year ended December 31, 2020. As a percentage of total revenues, selling and marketing expenses increased to 24.9% in the year ended December 31, 2021, from 23.2% in the year ended December 31, 2020. The increase on an absolute basis is primarily due to the appreciation of the NIS against the dollar and due to an increase in the total number of our employees and related expenses associated with such employees. We added employees in an effort to increase our market share in the areas in which we sell our products and services, mainly due to our continued progress in pivoting to recurring revenues. In addition, in the year ended December 31, 2021, expenses included in selling and marketing expenses related to share-based compensation were \$6.2 million, compared to \$3.6 million in the year ended December 31, 2020.

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 doubtful accounts, as well as insurance and consultant services expenses. General and administrative expenses increased by 12.3% to \$15.9 million in the year ended December 31, 2021, from \$14.2 million in the year ended December 31, 2020. As a percentage of total revenues, general and administrative expenses were 6.4% in each of the years ended December 31, 2021 and 2020. The increase in general and administrative expenses was primarily due to the appreciation of the NIS against the dollar. In addition, in the year ended December 31, 2021, expenses included in general and administrative expenses related to share-based compensation were \$4.8 million compared to \$3.4 million in the year ended December 31, 2020.

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Financial Income (Expenses), Net. Financial income (expenses), net consists primarily of interest earned on cash and cash equivalents, marketable securities and bank deposits, net of interest on our bank loans and bank charges, exchange rate and linkage to the Israeli CPI differences. Financial income, net, in the year ended December 31, 2021 were \$0.1 million, compared to financial expenses, net of \$1.7 in the year ended December 31, 2020. The decrease in financial expenses, net in the year ended December 31, 2021 was primarily due to (i) lower expenses related to exchange rate fluctuations; and (ii) higher interest income recorded with respect to marketable securities.

Taxes on Income. Taxes on income in the year ended December 31, 2021, were \$5.9 million, compared to \$9.4 million in the year ended December 31, 2020. Taxes on income in the year ended December 31, 2021 mainly resulted from the decrease in deferred tax asset due to change in tax rates in the year ended December 31, 2020.

A discussion with respect to a comparison of the results of operations for the year ended December 31, 2020, compared to the year ended December 31, 2019 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, 2020, or the 2020 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, a majority of the cost 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 dollar, 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 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 may 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.

Furthermore, rising inflation in the United States and other markets may impact the global economy and ultimately the demand for our products and services. During 2021, the global markets experienced, and continue to experience, higher rates of inflation as a result of several market factors. As a result of these inflationary pressures, governments in many countries have implemented, and are likely to continue in the near-term to implement, tight monetary policies, which could slow the growth rate of local economies and restrict the availability of credit. To the extent the current rates of inflation and shifts in fiscal and monetary policy result in 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.

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.

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 %
2021	2.8	(3.3)	(6.1)
2020	(0.7)	(7.0)	(6.3)
2019	0.6	(7.8)	(8.4)

B. LIQUIDITY AND CAPITAL RESOURCES

We have financed our operations for the last two years primarily from our cash and cash equivalents, bank deposits, bank borrowings and cash from operations. In addition, in June 2020, we realized net proceeds of approximately \$85.4 million as a result of a public offering (see below).

As of December 31, 2021, we had \$174.8 million in cash and cash equivalents, short-term and long-term marketable securities and bank deposits, a decrease of \$11.5 million from \$186.3 million of cash and cash equivalents and bank deposits at December 31, 2020. As of December 31, 2021, we were restricted with respect to using approximately \$5.1 million of our cash as a result of a lease agreement.

Our material cash requirements from known contractual and other obligations include our lease commitments and purchasing commitments. For additional information on the foregoing commitments and purchasing commitments, see note 11 and note 12a to our Consolidated Financial Statements included elsewhere in this Annual Report. *Issuance of Ordinary Shares*

On June 8, 2020, we sold in an underwritten public offering 2,600,000 of our ordinary shares, at a price of \$35 per share. Our net proceeds from this offering were approximately \$85.4 million, after deducting underwriters' discounts and commissions and other offering expenses payable by us.

Share Repurchase Program and Cash Dividends

In February 2020, we received court approval in Israel to repurchase up to \$12.0 million of our ordinary shares. In addition, in each of January, July and December 2021, we received court approval to purchase up to an additional \$30 million, \$35 million and \$35 million of our ordinary shares, respectively. Each of the approvals received in 2020 and 2021 allowed us to use the approved amounts for share repurchases or cash dividends. In addition, in August 2020, we received court approval in Israel of distribution in an aggregate amount of \$10 million. 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 each six months by submitting a new court application, based on the then prevailing facts. No shares were repurchased during the year ended December 31, 2021 (other than through the repurchase program). 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, 2021, we acquired an aggregate of 1,325,078 of our ordinary shares for approximately \$41.8 million and declared and paid cash dividends in the aggregate amount of \$10.9 million. During the year ended December 31, 2020, we declared and paid a cash dividend in the aggregate amount of \$8.5 million. In February 2022, we declared a cash dividend in the aggregate amount of \$5.8 million. As of April 24, 2022, we had approximately \$8.3 million available for share repurchases or dividends under the most recent court approval granted in December 2021.

Bank Loans

In December 2015, we entered into a loan agreement with an Israeli commercial bank that provided loans in the total principal amount of \$3.0 million and 3.0 million Euro. The loans bore interest at an annual rate equal to LIBOR plus 1% to 2.5% and were repayable in 20 equal quarterly installments. As of December 31, 2021, the loans have been repaid in full.

In December 2016, we entered into a loan agreement with an Israeli commercial bank that provided loans in the total principal amount of \$6.0 million. The loans bear interest at an annual rate equal to LIBOR plus 1.1% to 2.5% and are repayable in 20 equal quarterly installments. As of December 31, 2021, the loans have been repaid in full.

Cash Flows from Operating Activities

Our operating activities provided cash in the approximate amount of \$47.3 million in the year ended December 31, 2021, primarily due to net income of \$33.8 million, an increase of \$5.5 million in deferred revenues, an increase of \$4.5 million in inventories, an increase of \$9.6 million in other payables and accrued expenses, non-cash charges of \$2.4 million for depreciation and amortization and \$14.2 million for share-based compensation expenses and a decrease of \$3.4 million in deferred tax assets, partially offset by a

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decrease of \$11.7 million in the royalty buyout liability and an increase of \$14.4 million in trade receivables. Our deferred revenues increased mainly due to the increase in the revenues derived from services in the past years and the deferred tax assets decreased as a result of utilization of these assets and update of temporary tax differences.

Our operating activities provided cash in the approximate amount of \$38.5 million in the year ended December 31, 2020, primarily due to net income of \$27.2 million, an increase of \$5.9 million in deferred revenues, an increase of \$3.8 million in other payables and accrued expenses, non-cash charges of \$2.3 million for depreciation and amortization and \$8.8 million for share-based compensation expenses and a decrease of \$8.4 million in deferred tax assets, partially offset by a decrease of \$9.8 million in the royalty buyout liability and an increase of \$7.0 million in trade receivables. Our deferred revenues increased mainly due to the increase in the revenues from services in the past years and the deferred tax assets decreased as a result of utilization of these assets and update of temporary tax differences.

Cash Flows from Investing Activities

In the year ended December 31, 2021, our investing activities provided cash in the approximate amount of \$42.6 million, primarily as a result of a decrease of \$84.6 million in short-term bank deposits, partially offset by the purchase of \$43.8 million of marketable securities.

In the year ended December 31, 2020, we used approximately \$139.3 million of cash in investing activities, primarily as a result of purchase of \$55.0 million of marketable securities and a net increase of \$82.8 million in short-term and long-term bank deposits.

Cash Flows from Financing Activities

In the year ended December 31, 2021, we used approximately \$51.5 million of cash in financing activities, primarily as a result of \$41.8 million used to repurchase our shares, \$10.9 million used to pay cash dividends to our shareholders and \$1.2 million used for repayment of bank loans, partially offset by \$2.4 million of proceeds from the issuance of shares upon exercise of share options

In the year ended December 31, 2020, our financing activities provided cash in the amount of approximately \$77.1 million, primarily due to the \$85.4 million of net proceeds from our public offering of ordinary shares in June 2020 and \$2.6 million of proceeds from the issuance of shares upon exercise of stock options, partially offset by \$8.4 million used to pay cash dividends to our shareholders and \$2.5 million used for repayment of bank loans.

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, including payments required under our existing bank loans. 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.

Information with respect to Liquidity and Capital Resources as of December 31, 2020 and for the year then ended is contained under the heading "Liquidity and Capital Resources" in Item 5 of our 2020 20-F.

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

Research and Development

In order 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 products and technologies suit and are optimized to cloud and hosted services environments. We are also further developing our SaaS offers with solutions like SmartTAP, VoiceAI Connect 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. We also invest in cloud and virtualization technologies, making sure our products and technologies suite are optimized for cloud and hosted services. As of December 31, 2021, 316 of our employees were engaged primarily in research and development on a full-time basis.

Our net research and development expenses were approximately \$53.4 million in the year ended December 31, 2021, compared to \$46.1 million in the year ended December 31, 2020, and \$41.2 million in the year ended December 31, 2019. From time to time we have received royalty-bearing 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. 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.

As described above, in November 2019, we and our former Israeli subsidiary, AudioCodes Development Ltd. (which was merged into our company effective January 1, 2020), entered into the Royalty Buyout Agreement with the IIA relating to certain grants we had received from the IIA. The contingent net royalty liability to the IIA at the time of the Royalty Buyout Agreement with respect to these grants was approximately \$49 million, including interest to the date of the Royalty Buyout Agreement. As part of the Royalty Buyout Agreement, we agreed to pay approximately \$32.2 million to the IIA (to settle the debt in full) in three annual installments starting in 2019. The annual installments were linked to the NIS and bore interest. Pursuant to the Royalty Buyout Agreement, we eliminated all royalty obligations related to our future revenues with respect to these grants. In December 2021, December 2020 and November 2019, we paid the three installments of approximately \$12.2 million, \$11.6 million and \$10.7 million, respectively, due under the Royalty Buyout Agreement.

Through December 31, 2021, 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 (not covered by the Royalty Buyout Agreement), 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 LIBOR at the time of grant. 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.

As of December 31, 2021, our other Israeli subsidiaries have a contingent obligation to pay royalties in the amount of approximately \$19.1 million.

D. TREND INFORMATION

The global migration to All-IP 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 that 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.

In addition, see the section "Impact of COVID-19 on Our Business and Operations" in Item 5.A above.

E. 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 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.

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 April 24, 2022:

Name	Age	Position
Stanley B. Stern	64	Chairman of the Board of Directors
Shabtai Adlersberg	69	President, Chief Executive Officer and Director
Niran Baruch	51	Vice President Finance and Chief Financial Officer
Lior Aldema	56	Chief Business Officer and Director
Ofer Nimtsovich	53	Chief Operating Officer
Yair Hevdeli	57	Vice President, Research and Development
Eyal Frishberg	63	Vice President, Operations
Yehuda Herscovici	55	Vice President, Products
Tal Dor	52	Vice President, Human Resources
Shaul Weissman	56	Vice President, Business Development
Joseph Tenne ⁽¹⁾⁽²⁾⁽³⁾	66	Director
Dr. Eyal Kishon ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	62	Director
Doron Nevo ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	66	Director
Zehava Simon ⁽³⁾	63	Director
Shira Fayans Birenbaum ⁽¹⁾	58	Director

(1) Member of Audit Committee

(2) Member of Nominating Committee

(3) Member of Compensation Committee

(4) Outside Director under Israeli Law

Stanley Stern became a director and our Chairman of the Board in December 2012. Since 2013, Mr. Stern has served as the president of Alnitak Capital, a private merchant bank and strategic advisory firm. From 2004 until 2013, Mr. Stern served in various positions at Oppenheimer & Co., including as a Managing Director and Head of Investment Banking, Technology, Israeli Banking and FIG. From 2002 until 2004, he was a Managing Director and the Head of Investment Banking at C.E. Unterberg, Towbin where he focused on technology and defense related sectors. From January 2000 until January 2002, Mr. Stern was the President of STI Ventures Advisory USA Inc., a venture capital firm focusing on technology investments. Prior to his term at STI Ventures, he spent over 20 years at CIBC Oppenheimer in the investment banking department and started the technology banking group in 1990. From 2002 until 2012, Mr. Stern served as the Chairman of the Board of Directors of Tucows, Inc., an internet service provider that was then a public traded company on the American Stock Exchange (and is now traded on the Nasdaq Capital Market), and, from 2012 until 2013, he served as a Director of Tucows. From 2012 until February 2014, he served as a director of Given Imaging Ltd., a manufacturer of medical devices, until Given Imaging was acquired by another company. From 2004 until 2009, he served as a director of Odimo Inc. (DBA Diamond.com), an online jewelry vendor. From 2005 until its sale in 2011, he served as a director and Chairman of the Audit Committee of Fundtech Ltd. Mr. Stern received his M.B.A. from Harvard Business School and a B.S. from Queens College.

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.

Lior Aldema has served as Chief Business Officer (CBO) since January 2018, as a director since July 2018, 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.

Ofer Nimitsovich 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. Nimitsovich 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. Nimitsovich worked for Scitex Corporation Ltd., where he held various technical and management positions, including as the Global Microsoft Infrastructure manager for Scitex. Mr. Nimitsovich 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.

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.

Joseph Tenne has served as one of our directors since June 2003. Since May 2017, Mr. Tenne has served as a financial consultant to Itamar Medical Ltd. (NASDAQ and TASE: ITMR, (until December 2021)). Mr. Tenne serves as a director of MIND CTI Ltd. (NASDAQ: MNDO), OPC Energy Ltd. (TASE: OPCE), Sapir Corp Ltd. (TASE: SPIR), Highcon Systems Ltd. (TASE: HICN) and Electreon Wireless Ltd. (TASE: ELWS). 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.

Dr. Eyal Kishon has served as one of our directors since 1997. Since 1996, Dr. Kishon has been Managing Partner of Genesis Partners, an Israel-based venture capital fund. From 1993 to 1996, Dr. Kishon served as Associate Director of Dovrat-Shrem/Yozma-Polaris Fund Limited Partnership. Prior to that, Dr. Kishon served as Chief Technology Officer at Yozma Venture Capital from 1992 to 1993. From 1991 to 1992, Dr. Kishon was a Research Fellow in the Multimedia Department of IBM Science & Technology. From 1989 to 1991, Dr. Kishon worked in the Robotics Research Department of AT&T Bell Laboratories. Dr. Kishon holds a B.A. in Computer Science from the Technion - Israel Institute of Technology and an M.Sc. and a Ph.D. in Computer Science from New York University.

Doron Nevo has served as one of our directors since 2000. Mr. Nevo is the CEO of MultiVu, a 3D imaging company, which he co-founded in 2019. 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 a number of 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 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 and InSightec from 2005-2012. Ms. Simon is also a board member at Nova Measuring Instruments Ltd. (NASDAQ: NVMI), Amiad Water System Ltd. (TASE: AMD) 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.

Shira Fayans Birenbaum was appointed a director in March 2022. Ms. Shira Fayans Birenbaum holds the position of President Global of CYMPIRE Ltd., a cyber simulation platform, as well as serving as a board member at ION Acquisition Corp (NYSE: IACC), a SPAC's franchise company, at POMVOM Ltd. (TASE: PMVM), at Cyber Innovative Technologies as an advisory board member. Ms. Fayans Birenbaum has 25 years of experience as a Board Member in publicly traded companies such as investment houses, banks, insurance, real estate, manufacturers, semiconductor and educational institutions. In the years 2014-2019, Ms. Fayans Birenbaum held the position of COO and CMO of Microsoft Israel (NASDAQ: MSTF) leading Digital Transformation. 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, 2020. 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, 2021.

Name and Principal Position	Salary	Bonus (1)	Share-Based Compensation (2)	All Other Compensation (3)	Total
Shabtai Adlersberg – President and CEO	\$ 408,163	\$ 1,000,000	\$ 2,128,880	\$ 216,225	\$ 3,753,268
Lior Aldema – CBO	\$ 296,846	\$ 296,846	\$ 1,129,719	\$ 125,592	\$ 1,849,003
Niran Baruch – VP Finance and CFO	\$ 237,477	\$ 162,220	\$ 731,912	\$ 95,494	\$ 1,227,103
Yehuda Herscovici – VP Products	\$ 230,056	\$ 82,257	\$ 566,385	\$ 88,552	\$ 967,250
Ofer Nimitsovich – COO	\$ 222,057	\$ 103,026	\$ 522,899	\$ 90,933	\$ 938,915

- (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, 2021, 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, 2021 to the 15 persons who served in the capacity of director, senior executive officer or key employee during 2021 was approximately \$5.7 million, including approximately \$0.6 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.

We currently pay each of our non-employee directors an annual fee of \$41,650 and a fee of \$1,250 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 and our director, Mr. Aldema, who also serves as our Chief Business Officer, do not receive board meeting fees. Instead, each of them 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, 2021, 2020 and 2019 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,					
	2021		2020		2019	
	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	1,209,768	\$ 3.97	1,445,248	\$ 4.30	1,677,699	\$ 3.71
Granted	293,735	\$ 0.00	279,500	\$ 0.72	380,000	\$ 4.72
Cancelled	(26,250)		—		—	
Options exercised / RSUs vested	(492,415)	\$ 3.19	(514,980)	\$ 3.12	(612,451)	\$ 2.93
Outstanding at the end of the year	984,838	\$ 3.17	1,209,768	\$ 3.97	1,445,248	\$ 4.30

As of December 31, 2021, options to purchase 302,870 ordinary shares were exercisable by the 14 persons who served as an officer or director during the year ended December 31, 2021 at an average exercise price of \$6.85 per share. As of December 31, 2021, the 14 persons who served as an officer, director or key employee during the year ended December 31, 2021 held an aggregate of 603,206 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 outside directors, the audit committee, 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 Companies Law, Israeli companies such as AudioCodes that have offered securities to the public in or outside of Israel are required to appoint at least two “outside” directors, unless AudioCodes elects to exempt itself. The Board of Directors decided to remain subject to this requirement. Doron Nevo and Dr. Eyal Kishon currently serve as our outside 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, Dr. Eyal Kishon, 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.

Under the Companies Law, a person may not serve as an outside director if at the date of the person’s election or within the prior two years the person is a relative of the company’s controlling shareholder, or the person or his or her relatives, partners, employers, supervisors or entities under the person’s control, have or had any affiliation with us or with a controlling shareholder or relatives of a controlling shareholder, and, in the case of a company without a controlling shareholder or a shareholder holding at least 25% of the voting rights, any affiliation, at the time of election, to the chairman of the board of directors, the chief executive officer, an interested party or the company’s most senior finance officer. Under the Companies Law, “affiliation” includes:

- an employment relationship;
- a business or professional relationship maintained on a regular basis;
- control; and
- service as an office holder, excluding service as a director in a private company prior to the first offering of its shares to the public if such director was appointed or elected as a director of the private company in order to serve as an outside director following the initial public offering.

In addition, a person may not serve as an outside director:

- if the person or his or her relatives, partners, employers, supervisors or entities under the person’s control, maintains a business or professional relationship with the company, even if such relationship is not on a regular basis, other than a negligible business or professional relationship; or
- if the person received compensation as an outside director in excess of the amounts permitted by the Companies Law and regulations thereunder.

In addition, no individual may serve as an outside director if the individual’s position or other activities create or may create a conflict of interest with his or her role as an outside director or are likely to interfere with his or her ability to serve as a director. Until the lapse of two years from the termination of office, the company, a controlling shareholder and entities under the company’s control may not grant the outside director or any of his or her relatives, directly or indirectly, any benefit, or engage the outside director or his or her relatives as an office holder of the company, of a controlling shareholders or of an entity under the company’s control, and may not employ or receive services from the outside director or any of his or her relatives, either directly or indirectly, including through a corporation controlled by that person. The restriction on a relative that is not the spouse or child of the outside director is limited to one year from the termination of office instead of two years. Pursuant to the Companies Law, at least one of the outside directors appointed by a publicly-traded company must have “financial and accounting expertise.” The other outside directors are required to possess “financial and accounting expertise” or “professional expertise,” as these terms are defined in regulations promulgated under the Companies Law. Joseph Tenne is designated as the “audit committee financial expert” as that term is defined in the rules promulgated by the SEC.

Outside directors are elected by a majority vote at a shareholders' meeting. In addition to the majority vote, the shareholder approval of the election of an outside director 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 election of the outside directors (excluding a personal interest that is not related to a relationship with the controlling shareholders); or
- the total number of shares held by non-controlling shareholders and disinterested shareholders that voted against the election of the outside director does not exceed 2% of the aggregate voting rights of our company.

The initial term of an outside director is three years and may be extended for up to two additional three-year terms. Thereafter, he or she may be reelected by our shareholders for additional periods of up to three years each only if the audit committee and the board of directors confirm that, in light of the outside director's expertise and special contribution to the work of the Board of Directors and its committees, the reelection for such additional period is beneficial to the company. Reelection of an outside director may be effected through one of the following mechanisms: (1) the board of directors proposed the reelection of the nominee and the election was approved by the shareholders by the majority required to appoint outside directors for their initial term; or (2) one or more shareholders holding one percent or more of a company's voting rights or the outside director proposed the reelection of the nominee, and the reelection is approved by a majority of the votes cast by the shareholders of the company, excluding the votes of controlling shareholders and those who have a personal interest in the matter as a result of their relations with the controlling shareholders, provided that the aggregate votes cast in favor of the reelection by such non-excluded shareholders constitute more than two percent of the voting rights in the company.

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.

An outside director is entitled to compensation as provided in the regulations adopted under the Companies Law and is otherwise prohibited from receiving any other compensation, directly or indirectly, from the company. In accordance with such regulations, our shareholders approved that our outside directors are to receive compensation equal to that paid to the other members of the board of directors. For further information, please see Item 6.B, "Directors, Senior Management and Employees—Compensation" in this Annual Report.

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, including all of the outside directors (one of whom must serve as the chair of the audit committee), 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, Dr. Eyal Kishon, 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 and include at least one outside director.

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.

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, Dr. Eyal Kishon and Joseph Tenne, 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, include all of the outside directors (including one outside director serving as the chair of the compensation committee), 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, Dr. Eyal Kishon, 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.

Board Classes

Pursuant to our articles of association, our directors, other than our outside 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	2022
Lior Aldema	Class I	2022
Shira Fayans Birenbaum	Class II	2022
Joseph Tenne	Class II	2023
Shabtai Adlersberg	Class III	2024
Stanley B. Stern	Class III	2024

Our outside directors under the Companies Law, Doron Nevo and Dr. Eyal Kishon, are not members of any class and serve in accordance with the provisions of the Companies Law. Mr. Nevo's term ends in 2024 and Dr. Kishon's term ends in 2023.

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, 2021, 2020 and 2019 in the departments set forth in the table below:

	As of December 31,		
	2021	2020	2019
Research and development	316	277	273
Sales and marketing, technical service and support	443	374	340
Operations	84	83	76
Management and administration	42	39	39
	<u>885</u>	<u>773</u>	<u>728</u>

Our employees were located in the following areas as of December 31, 2021, 2020 and 2019.

	As of December 31,		
	2021	2020	2019
Israel	456	412	398
United States	182	152	134
Europe	96	73	69
Far East	127	121	112
Latin America	24	15	15
	<u>885</u>	<u>773</u>	<u>728</u>

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 55% and the employer contributes approximately 45%.

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 Economy and Industry (formerly known as Minister of Industry, Trade and 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 Industry, Trade and 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 April 24, 2022 and the outstanding number of options and RSUs held by them that vest within 60 days of April 24, 2022.

Name	Total Shares Beneficially Owned	Percentage of Ordinary Shares	Number of Options and RSUs
Shabtai Adlersberg	4,334,960	13.6 %	323,938
Stanley B. Stern	*	*	*
Niran Baruch	*	*	*
Lior Aldema	*	*	*
Ofar Nimitsovich	*	*	*
Yair Hevdeli	*	*	*
Eyal Frishberg	*	*	*
Yehuda Herscovici	*	*	*
Tal Dor	*	*	*
Shaul Weissman	*	*	*
Joseph Tenne	*	*	*
Dr. Eyal Kishon	*	*	*
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.

The following table sets forth information with respect to the options to purchase our ordinary shares held by Mr. Adlersberg as of April 24, 2022.

Number of Options	Grant Date	Exercise Price	Exercised	Cancelled	Vesting	Expiration Date
114,275	December 14, 2015	\$ 4.03	—	—	4 years	December 14, 2022
95,293	March 20, 2017	\$ 6.90	—	—	4 years	March 20, 2024
15,000	December 14, 2017	\$ 7.13	—	—	4 years	December 14, 2024
15,000	March 14, 2018	\$ 7.56	—	—	4 years	March 14, 2025
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 April 24, 2022. 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
60,000	December 14, 2018	48,750
80,000	September 14, 2019	50,000
80,000	September 14, 2020	30,000
80,000	September 14, 2021	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 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 Israel's Income Tax Ordinance, and deposited in trust with the trustee.

2008 Equity Incentive Plan

We adopted an equity incentive plan under Section 102 of the Israeli Income Tax Ordinance, or 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 and 10,009,122 in 2019. This number is reduced by one share for each equity grant we make under the 2008 Plan. During 2021, options to purchase 3,000 ordinary shares and 633,333 restricted share units were granted under the 2008 Plan. As of December 31, 2021, 787,785 ordinary shares remained available for grant under the 2008 Plan. As of December 31, 2021, there are 551,809 options to purchase ordinary shares and 1,203,431 restricted share units outstanding under the plan.

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.

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 April 24, 2022 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 ⁽⁶⁾
Shabtai Adlersberg ⁽¹⁾	4,658,898	14.6 %
Leon Bialik ⁽²⁾	2,468,041	7.7 %
The Phoenix Holdings Ltd. ⁽³⁾	1,683,386	5.3 %
Copeland Capital Management, LLC ⁽⁴⁾	1,653,376	5.2 %
All directors and senior executive officers as a group (15 persons) ⁽⁵⁾	4,854,153	15.2 %

- (1) Includes options to purchase **305,188** shares exercisable within 60 days of April 24, 2022 and 18,750 ordinary shares issuable pursuant to restricted share units that vest within 60 days of April 24, 2022.
- (2) The information is derived from a statement on Schedule 13G/A of Leon Bialik filed with the SEC on January 26, 2022.
- (3) The information is derived from a statement on Schedule 13G/A of The Phoenix Holdings Ltd. filed with the SEC on February 6, 2022.
- (4) The information is derived from a statement on Schedule 13G/A of Copeland Capital Management, LLC filed with the SEC on January 26, 2022.
- (5) Includes 321,939 ordinary shares which may be purchased pursuant to options exercisable within 60 days following April 24, 2022 and 32,499 ordinary shares issuable pursuant to restricted share units that vest within 60 days of April 24, 2022.
- (6) This percentage calculation is rounded to the nearest tenth and based on 31,903,433 outstanding shares as of April 24, 2022 (which does not include treasury shares outstanding as of April 24, 2022).

Mr. Adlersberg held approximately 14.1% of our ordinary shares as of December 31, 2021 as compared to 15.2% of our ordinary shares as of December 31, 2020 and 17.5% of our ordinary shares as of December 31, 2019.

Mr. Bialik held approximately 7.6% of our ordinary shares as of December 31, 2021, as compared to 8.4% of our ordinary shares as of December 31, 2020 and 10.2% of our ordinary shares as of December 31, 2019.

Morgan Stanley and Morgan Stanley Capital Services LLC collectively held approximately 4.6% of our ordinary shares as of December 31, 2021, as compared to 6.3% of our ordinary shares as of December 31, 2020 and 6.7% of our ordinary shares as of December 31, 2019.

The Phoenix Holdings Ltd. held approximately 5.1% of our ordinary shares as of December 31, 2021.

Copeland Capital Management, LLC held approximately 5.1% of our ordinary shares as of December 31, 2021.

As of April 24, 2022, there were approximately six 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.

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, 2020, 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, Berlin Stock Exchange, Munich Stock Exchange, Stuttgart Stock Exchange, the German Composite and XETRA.

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.

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 100,000,000 ordinary shares, nominal value NIS 0.01 per share, and 2,500,000 preferred shares, nominal value NIS 0.01 per share. As of April 24, 2022, we had 31,903,433 ordinary shares outstanding (which does not include 31,516,816 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, 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. (There is a unified statutory test for the payment of dividends and a company's repurchase of its outstanding shares.) In 2021, we received court approval to pay dividends (and repurchase our shares) up to certain ceilings, despite the lack of statutory profits. The current approval is valid until June 19, 2022. We may seek further approvals to repurchase our shares and to continue to pay dividends. 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 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

- one or more shareholders who hold at least 5% of the outstanding share capital and at least 1% of the voting rights, or one or more shareholders who hold at least 5% 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 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.

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.

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 approval of the shareholders.

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 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 Israel 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).

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 (y) 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.

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.

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.

General Corporate Tax Structure in Israel

Israeli companies are generally subject to corporate tax on their taxable income. Taxable income of the 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 an Approved Enterprise, a Preferred Enterprise or 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, 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.

The tax benefits include a tax exemption for at least the first two years of the benefit period from the first year of taxable income (depending on the geographic location of the Approved Enterprise facility within Israel) and the taxation of income generated from an Approved Enterprise at a reduced corporate tax rate of between 10% to 25% for the remainder of the benefit period depending on the level of foreign investment in the company in each year as detailed below. The benefit period is ordinarily seven years commencing with the year in which the Approved Enterprise first generates taxable income.

If a company elects the Alternative Track and distributes a dividend out of income derived from the Approved Enterprise during the tax exemption period, such dividend will be subject to tax on the gross amount distributed. The tax rate will be the rate which would have been applicable had the company not been tax-exempt under the alternative package of benefits. This rate is generally 10% to 25%, depending on the percentage of the company’s shares held by foreign shareholders. The dividend recipient is subject to withholdings of tax at the source by the company at the reduced rate applicable to dividends from Approved Enterprises, which is 15% (or such lower rate as may be provided in an applicable tax treaty) if the dividend is distributed during the tax exemption period or within 12 years after the period. This limitation does not apply to a Foreign Investors Company, or FIC.

The benefits available to an Approved Enterprise are subject to the fulfillment of conditions stipulated in the Investment Law and its regulations and the criteria in the specific certificate of approval. If a company does not meet these conditions, it would be required to refund the amount of tax benefits, as adjusted by the Israeli consumer price index, and interest or other monetary penalty.

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).

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

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; and (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.

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

The 2017 Amendment provides that 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, 2017 and thereafter (the tax rate applicable to preferred enterprises located in other areas remains at 16)%.

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 deriving from intellectual property and Preferred Technological Enterprise which is located in development area A will be subject to tax rate of 7.5%.

We are eligible for tax benefits as a Preferred Technological Enterprise 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, 2021.

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. Expenditures not so approved are deductible over a three-year period if the research and development is for the promotion or development of the company.

Law for the Encouragement of Industry (Taxes), 1969

The Law for the Encouragement of Industry (Taxes), 1969, generally referred to as 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.

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.

Trapped Earnings

On November 15, 2021, a new amendment to the Investment Law 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, which is applicable to distributions starting 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.

In parallel, the Budget Law also introduced a Temporary Order to enhance the release of Trapped Earnings by reducing the claw-back CIT rate that is applicable upon such a release or distribution by up to 60%, but not less than a 6% CIT rate, during a one-year period commencing as of November 15, 2021.

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.

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.

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, 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 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 a Preferred Technological Enterprise, the maximum rate of withholding tax on such dividends is 15%. We cannot assure you that we will designate the profits that we may distribute in a way that will reduce shareholders' tax liability.

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 663,240 (for the 2022 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.

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.

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.

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 involve 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 U.S. Holders should consult their tax advisors about the impact of these rules in their particular situations.

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.

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.

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.
- (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.

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.

H. DOCUMENTS ON DISPLAY

Our website is <http://www.audiocodes.com>. We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended, 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 on Form 20-F. 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, 2021 would cause a decrease in net income of approximately \$8.3 million.

We are subject to market risk from exposure to changes in interest rates relating to borrowings under our loan agreements. The interest rate on these borrowings is based on LIBOR. Based on the scheduled amount of these borrowings to be outstanding in 2021, we estimate that each 100 basis point increase in our borrowing rates would result in additional interest expense to us of approximately \$12,000.

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 the amendments, set forth in our proxy statement filed as Exhibit 99.1 to our Form 6-K filed with the SEC on August 10, 2021, 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 Form 20-F.

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 Securities Exchange Act) as of December 31, 2021. 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, 2021 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, 2021.

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-3 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 Ernst & Young Global, has served as our independent public accountants for each of the years in the three-year period ended December 31, 2021. The following table presents the aggregate fees for professional audit services and other services rendered by Kost Forer Gabbay & Kasierer in 2021 and 2020.

	Year Ended December 31, (Amounts in thousands)	
	2021	2020
Audit Fees	\$ 440	\$ 405
Audit Related Fees*	—	167
Tax Fees	107	117
Total	<u>\$ 547</u>	<u>\$ 689</u>

* Primarily consists of fees related to our public offering of ordinary shares in June 2020.

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 2020 and 2021, the provision of consents and the review of documents filed with the SEC.

Audit Related Fees consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the company's financial statements and include operational effectiveness of systems.

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.

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 2020, 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 2-01 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 2021, we repurchased an aggregate of 1,325,078 of our ordinary shares for an aggregate consideration of approximately \$41.85 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 (3)
January 1 – January 31, 2021	—	—	—	30,000,000
February 1 – February 28, 2021	175,761	29.79	175,761	24,759,281
March 1 – March 31, 2021(3)	174,239	28.74	174,239	14,442,686
April 1 – April 30, 2021	100,000	28.79	100,000	11,560,994
May 1 – May 31, 2021	112,877	30.47	112,877	8,117,812
June 1 – June 30, 2021	23,667	32.60	23,667	7,345,651
July 1 – July 31, 2021	124,307	32.49	124,307	31,199,885
August 1 – August 31, 2021(4)	150,000	32.58	150,000	20,745,687
September 1 – September 30, 2021	150,000	32.74	150,000	15,829,954
October 1 – October 31, 2021	210,300	33.70	210,300	8,735,772
November 1 – November 30, 2021	38,709	34.79	38,709	7,387,915
December 1 – December 31, 2021	65,218	33.86	65,218	33,984,843
Total in 2021	1,325,078	31.55	1,325,078	33,984,843

(1) In January 2021, we received court approval in Israel to repurchase up to \$30 million of our ordinary shares and in each of July and December 2021, the court approved additional \$35.0 million. Each of the approvals received in 2021 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 2021 other than through the repurchase program.

(2) Excluding commissions.

(3) In March 2021, we paid a cash dividend in the aggregate amount of \$5.3 million.

(4) In August 2021, we paid a cash dividend in the aggregate amount of \$5.6 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.

PART III

ITEM 17. FINANCIAL STATEMENTS

Not applicable.

ITEM 18. FINANCIAL STATEMENTS

Reference is made to pages F-1 to F-42 of the financial statements attached hereto.

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.	6-K	000-30070	9/15/2020
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	3/19/2020
4.7†	Building and Tenancy Lease Agreement, dated May 11, 2007, by and between Airport City Ltd. and AudioCodes Ltd.	20-F (2006)	000-30070	6/27/2007
4.8†	English Summary of Addendum, dated September 23, 2013, to Lease and Construction Agreement of November 14, 2000, between Airport City Ltd., as landlord and AudioCodes Ltd., as tenant.	6-K	000-30070	1/6/2014
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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4.15	Form of AudioCodes Ltd. Executive Compensation Policy for the years 2019-2021.	6-K	000-30070	8/14/2019
4.16	Summary of Request For Receipt Of A Loan In Foreign Currency – The First International Bank Of Israel Ltd.	20-F (2015)	000-30070	3/29/2016
4.17†	English Summary of Royalty Buyout Agreement, dated November 25, 2019, by and among AudioCodes Ltd., AudioCodes Development Ltd., and the Israel National Authority for Technology and Innovation.	20-F (2020)	000-30070	2/25/2020
8.1*	Subsidiaries of the Registrant.			
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 Nirán 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.			
101.1*	Interactive Data Files (XBRL-Related Documents).			

† English summary of Hebrew original.

* Filed herewith.

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.

AUDIOCODES LTD.

By: /s/ SHABTAI ADLERSBERG
Shabtai Adlersberg
President and Chief Executive Officer

Date: April 28, 2022

AUDIOCODES LTD. AND SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2021

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. AND ITS SUBSIDIARIES

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of AudioCodes Ltd. and its subsidiaries (the “Company”) as of December 31, 2021 and 2020 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, 2020, 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 as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021, 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, 2021, 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 April 28, 2022, 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 consolidated 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 consolidated 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 consolidated 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 consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated 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.



Description of the Matter

Revenue Recognition

As described in Note 2 to the consolidated financial statements, the Company primarily derives revenues from sales of products and services, which includes support services and professional services. The Company's contracts with customers often contain multiple goods and services that are accounted for as separate performance obligations when they are distinct. The Company allocates the transaction price to the distinct performance obligations on a relative standalone selling price basis. The Company does not offer its services on a standalone basis and consequently estimates its service performance obligation's standalone selling price.

Auditing the Company's calculation of the standalone selling price of the services in the customer contract was complex and involved a high degree of subjective auditor judgment because of the significant management judgment required to develop the assumptions used in the estimate of standalone selling prices. The standalone selling price is based on an estimated range of prices for each item included in the contract, which is based on data and assumptions such as customer type, customer region, price lists, pricing practices and service type.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of the Company's controls to estimate the standalone selling price of the services, including the underlying assumptions

Our audit procedures related to the estimated standalone selling prices included, among others, reading executed contracts and purchase orders, on a sample basis, to understand the contracts and the services provided, meeting with financial and sales personnel to understand the type of services, type and region of customers, and performing analytical procedures to identify changes in the technology's sector which may influence the assumptions. We also tested the mathematical accuracy of the underlying data and evaluated the range of prices for each service included in the contract by performing analytical procedures based on historical data and sensitivity analyses over the price range assumptions for the services. We also evaluated the Company's disclosures included in the notes to the consolidated financial statements.

Kost Forer Gabbay & Kasierer,
a Member of Ernst & Young Global

We have served as the Company's auditor since 1997.

Tel-Aviv, Israel
April 28, 2022



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

Opinion on Internal Control over Financial Reporting

We have audited AudioCodes Ltd. and its subsidiaries' internal control over financial reporting as of December 31, 2021, 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. and its subsidiaries (collectively, the "Company") maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, 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, 2021 and 2020, 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, 2021, and the related notes and our report dated April 28, 2022 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 consolidated 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.

Tel-Aviv, Israel
April 28, 2022

Kost Forer Gabbay & Kasierer,
a Member of Ernst & Young Global

CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands

	December 31,	
	2021	2020
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 79,423	\$ 40,934
Restricted cash	5,100	5,100
Short-term and restricted bank deposits	220	84,817
Short-term marketable securities and accrued interest	669	449
Trade receivables (net of allowance for doubtful accounts of \$233 and \$548 as of December 31, 2021 and 2020, respectively)	48,956	34,518
Other receivables and prepaid expenses	9,197	8,631
Inventories	23,988	29,193
Total current assets	167,553	203,642
LONG-TERM ASSETS:		
Long-term and restricted bank deposits	94	94
Long-term marketable securities and accrued interest	89,307	54,895
Deferred tax assets	8,905	12,081
Operating lease right-of-use assets	16,457	25,430
Severance pay funds	22,724	20,597
Total long-term assets	137,487	113,097
PROPERTY AND EQUIPMENT, NET	4,394	4,593
INTANGIBLE ASSETS, NET	2,370	569
GOODWILL	37,560	36,222
Total assets	\$ 349,364	\$ 358,123

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,	
	2021	2020
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current maturities of long-term bank loans	\$ —	\$ 1,200
Trade payables	7,863	6,984
Other payables and accrued expenses	38,350	28,531
Short-term royalty buyout liability (Note 12b)	—	11,684
Deferred revenues	41,591	37,182
Short-term operating lease liabilities	8,139	9,178
Total current liabilities	95,943	94,759
LONG-TERM LIABILITIES:		
Accrued severance pay	22,895	21,830
Deferred revenues and other liabilities	13,637	12,243
Long-term operating lease liabilities	11,391	19,436
Total long-term liabilities	47,923	53,509
COMMITMENTS AND CONTINGENT LIABILITIES (Note 12)		
SHAREHOLDERS' EQUITY:		
Share capital:		
Ordinary shares of NIS 0.01 par value -		
Authorized: 100,000,000 shares as of December 31, 2021 and 2020; Issued: 63,294,907 and 62,489,428 shares as of December 31, 2021 and 2020, respectively; Outstanding: 32,498,215 and 33,017,814 shares as of December 31, 2021 and 2020, respectively	107	105
Additional paid-in capital	378,766	362,164
Treasury stock at cost – 30,796,692 and 29,471,614 shares as of December 31, 2021 and 2020, respectively.	(179,645)	(137,793)
Accumulated other comprehensive income (loss)	(223)	1,772
Retained earnings (accumulated deficit)	6,493	(16,393)
Total shareholders' equity	205,498	209,855
Total liabilities and shareholders' equity	\$ 349,364	\$ 358,123

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,		
	2021	2020	2019
Revenues:			
Products	\$ 155,089	\$ 145,332	\$ 135,646
Services	93,831	75,442	64,641
Total revenues	248,920	220,774	200,287
Cost of revenues:			
Products	52,750	54,384	59,022
Services	25,279	16,574	14,129
Expenses related to royalty buyout agreement with the Israel Innovation Authority (Note 12b)	—	—	32,178
Total cost of revenues	78,029	70,958	105,329
Gross profit	170,891	149,816	94,958
Operating expenses:			
Research and development, net	53,396	46,072	41,199
Selling and marketing	62,057	51,217	51,535
General and administrative	15,914	14,177	11,778
Total operating expenses	131,367	111,466	104,512
Operating income (loss)	39,524	38,350	(9,554)
Financial income (expenses), net	123	(1,703)	(1,761)
Income (loss) before taxes on income	39,647	36,647	(11,315)
Tax benefit (taxes on income)	(5,896)	(9,399)	15,292
Net income	\$ 33,751	\$ 27,248	\$ 3,977
Earnings per share:			
Basic	\$ 1.03	\$ 0.87	\$ 0.14
Diluted	\$ 1.00	\$ 0.83	\$ 0.13
Weighted average number of shares used in computations of earnings per share:			
Basic	32,703,478	31,440,093	29,251,888
Diluted	33,845,559	32,915,683	30,799,904

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,		
	2021	2020	2019
Net income	\$ 33,751	\$ 27,248	\$ 3,977
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, net of tax	(1,395)	453	32
Other comprehensive income (loss) related to unrealized gains (losses) on marketable securities available-for-sale	(1,395)	453	32
Change in unrealized gains (losses) on cash flow hedges, net of tax:			
Gain on derivative instruments recognized in other comprehensive income,	1,538	3,445	535
Loss on derivative instruments (effective portion) recognized in income	(2,138)	(2,126)	(291)
Other comprehensive income (loss), related to unrealized gains (losses) on cash flow hedges, net of tax	(600)	1,319	244
Other comprehensive income (loss), net of tax	(1,995)	1,772	276
Total comprehensive income	\$ 31,756	\$ 29,020	\$ 4,253

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, 2019	92	256,980	(129,792)	(276)	(32,456)	94,548
Purchase of treasury stock	(1)	—	(8,001)	—	—	(8,002)
Issuance of shares upon exercise of options and vesting of restricted units ("RSUs")	3	3,100	—	—	—	3,103
Share-based compensation related to options and RSUs granted to employees and non-employees	—	5,292	—	—	—	5,292
Cash dividends paid	—	—	—	—	(6,720)	(6,720)
Other comprehensive income	—	—	—	276	—	276
Net income	—	—	—	—	3,977	3,977
Balance as of December 31, 2019	94	265,372	(137,793)	—	(35,199)	92,474
Issuance of shares upon exercise of options and vesting of RSUs	3	2,603	—	—	—	2,606
Issuance of ordinary shares in a public offering, net	8	85,418	—	—	—	85,426
Share-based compensation related to options and RSUs granted to employees and non-employees	—	8,771	—	—	—	8,771
Cash dividends paid	—	—	—	—	(8,442)	(8,442)
Other comprehensive income	—	—	—	1,772	—	1,772
Net income	—	—	—	—	27,248	27,248
Balance as of December 31, 2020	105	362,164	(137,793)	1,772	(16,393)	209,855
Purchase of treasury stock	—	—	(41,852)	—	—	(41,852)
Issuance of shares upon exercise of options and vesting of RSUs	2	2,438	—	—	—	2,440
Share-based compensation related to options and RSUs granted to employees and non-employees	—	14,164	—	—	—	14,164
Cash dividends paid	—	—	—	—	(10,865)	(10,865)
Other comprehensive loss	—	—	—	(1,995)	—	(1,995)
Net income	—	—	—	—	33,751	33,751
Balance as of December 31, 2021	107	378,766	(179,645)	(223)	6,493	205,498

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,		
	2021	2020	2019
Cash flows from operating activities:			
Net income	\$ 33,751	\$ 27,248	\$ 3,977
Adjustments required to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	2,432	2,268	2,044
Amortization of marketable securities premiums and accretion of discounts, net	1,589	172	79
Share-based compensation related to options and RSUs granted to employees and non-employees	14,164	8,771	5,292
Decrease (increase) in accrued interest and exchange rate effect on loans, marketable securities and bank deposits	54	(26)	140
Decrease (increase) in deferred tax assets, net	3,406	8,329	(16,282)
Increase in trade receivables, net	(14,438)	(7,017)	(5,222)
Decrease (increase) in other receivables and prepaid expenses	(1,221)	(1,516)	259
Decrease (Increase) in inventories	4,504	(1,525)	(5,925)
Decrease in operating lease right-of-use assets	7,445	7,913	7,444
Decrease in operating lease liabilities	(7,556)	(6,717)	(5,456)
Increase (decrease) in royalty buyout liability	(11,684)	(9,815)	21,499
Increase in trade payables	879	356	440
Increase in other payables and accrued expenses	9,601	3,839	2,805
Increase in deferred revenues	5,480	5,906	12,342
Increase (decrease) in accrued severance pay, net	(1,062)	290	(267)
Net cash provided by operating activities	47,344	38,476	23,169
Cash flows from investing activities:			
Purchase of property and equipment	(1,174)	(1,530)	(1,949)
Purchase of marketable securities	(43,808)	(54,977)	(10,025)
Proceeds from redemption of marketable securities	3,240	—	29,412
Proceeds from sale of marketable securities	2,571	—	—
Investment in short-term and restricted bank deposits	—	(84,000)	—
Proceeds from short-term and restricted bank deposits	84,597	599	10,962
Proceeds from long-term and restricted bank deposits	—	600	1,200
Net cash paid for acquisition of subsidiary	(2,804)	—	—
Net cash provided by (used in) investing activities	\$ 42,622	\$ (139,308)	\$ 29,600

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,		
	2021	2020	2019
Cash flows from financing activities:			
Purchase of treasury stock	\$ (41,852)	\$ —	\$ (8,002)
Repayment of long-term bank loans	(1,200)	(2,497)	(2,470)
Payment related to the acquisition of ACS	—	—	(410)
Cash dividends paid	(10,865)	(8,442)	(6,720)
Proceeds from issuance of shares upon exercise of options and warrants	2,440	2,606	3,103
Proceeds from issuance of shares in a public offering, net	—	85,426	—
Net cash provided by (used in) financing activities	<u>(51,477)</u>	<u>77,093</u>	<u>(14,499)</u>
Increase (decrease) in cash, cash equivalents and restricted cash	38,489	(23,739)	38,270
Cash, cash equivalents and restricted cash at the beginning of the year	<u>46,034</u>	<u>69,773</u>	<u>31,503</u>
Cash, cash equivalents and restricted cash at the end of the year	<u>\$ 84,523</u>	<u>\$ 46,034</u>	<u>\$ 69,773</u>
Supplemental disclosure of cash flow activities:			
Cash paid during the year for income taxes	<u>\$ 1,584</u>	<u>\$ 835</u>	<u>\$ 1,105</u>
Cash paid during the year for interest	<u>\$ 455</u>	<u>\$ 204</u>	<u>\$ 205</u>
Significant non-cash transactions:			
Inventory transferred to be used as property and equipment	<u>\$ 701</u>	<u>\$ 607</u>	<u>\$ 270</u>
Operating lease right-of-use asset recognized with corresponding lease liability	<u>\$ (1,528)</u>	<u>\$ 3,655</u>	<u>\$ 4,010</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”) 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 and hosted unified communications and collaboration 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 packages (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. 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 of these particular components, management believes that other suppliers could provide similar components on comparable terms. A change in suppliers, however, could cause a delay in manufacturing and a possible loss of sales, which could adversely affect the operating results and financial position of the Group.

c. During the years ended December 31, 2021, 2020 and 2019, the Group had a major customer which accounted for 15.4%, 13.0% and 13.5%, respectively, of total revenues in those years. In addition, during the years ended December 31, 2021, 2020 and 2019, the Group had an additional major customer which accounted for 10.9%, 13.5% and 16.0%, respectively, of total revenues in those years. No other customer accounted for more than 10% of the Group’s revenues in those periods.

d. COVID-19:

On March 11, 2020, the World Health Organization declared the COVID-19 outbreak a global pandemic. The spread of COVID-19, including its highly contagious variants and sub-lineages, continues to present significant challenges and risks to businesses around the world. Governmental authorities of many countries, including Israel and the United States, have implemented, and may continue to implement, significant measures to control the spread 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, the Group previously implemented remote working and workplace protocols for its employees in Israel in accordance with Israeli Ministry of Health requirements and similar arrangements in other countries in which the Group operates.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 1:- GENERAL (Cont.)

The ongoing developments and fluidity of the COVID-19 pandemic, and its material and adverse impact on the global economy at large, has restricted the Group's ability to definitively predict how the COVID-19 pandemic will impact the Group's business and operations in the near- and long-term. The latest governmental responses to the COVID-19 pandemic, as well as alterations and extensions of such approaches, could continue to result in volatile and uncertain economic conditions. The extent of the impact of the COVID-19 pandemic on the Group's business and results of operations will depend on future developments, which are highly uncertain at this time. Such developments include, but are not limited to, the duration and severity, and the effects of subsequent waves and variants, of COVID-19 across the globe, the timing, pace and effectiveness of vaccination rollouts in the countries in which the Group operates, delays and impediments to the Group's supply chain and ability to continue to manufacture products, and ongoing restrictions on the Group's business and personnel that may be implemented by governmental rules and regulations in an attempt to prevent the spread of COVID-19 and its highly contagious and new variants.

While the Group's management has previously managed, and will continue to actively manage, the business in an attempt to mitigate the impacts of the COVID-19 pandemic (including implementing recommendations and orders issued by government and public health authorities in the regions where the Group operates), the Group cannot at this time estimate the duration or full magnitude that the COVID-19 pandemic will have on the Group's business, results of operations and financial condition.

e. Acquisition of Callverso Ltd. ("Callverso"):

On November 10, 2021, the Company entered into a share purchase agreement, pursuant to which the Company acquired 100% of the outstanding shares of Callverso, a leading Israeli developer and provider of conversational AI solutions for contact centers. Following the transaction, Callverso became a wholly-owned subsidiary of the Company.

On December 22, 2021, a merger agreement was signed between the Company and Callverso in connection with an internal restructuring. The merger was made effective as of January 1, 2022. (See also Note 3).

f. Ongoing Conflict in Ukraine:

In February 2022, Russia launched a large-scale invasion of Ukraine, and, as of the date of issuance of these financial statements, 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 March 2022, Israel's 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 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 the Group's business (and the businesses of the counterparties with who the Group engages), and the global economy at large.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

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 doubtful accounts, inventories write-off, intangible assets, goodwill, income taxes and valuation allowance, share-based compensation and contingent liabilities. Actual results could differ from those estimates.

In light of the currently unknown extent and duration of the COVID-19 pandemic, the Company faces a greater degree of uncertainty than normal in making the judgments and estimates needed to apply certain of the Company's significant accounting policies. The Company assessed certain accounting matters that generally require consideration of forecasted financial information in context with the information reasonably available to the Company and the unknown future impacts of COVID-19 as of December 31, 2021 and through the date of issuance of these financial statements. These estimates may change, as new events occur, and additional information is obtained. Actual results could differ materially from these estimates under different assumptions or conditions.

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 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

e. Short-term and restricted bank deposits:

Short-term and restricted bank deposits are deposits with maturities of more than three months, but less than one year. The deposits are mainly in dollars and bear interest at an average annual rate of 0.28% and 0.97% for the years ended December 31, 2021 and 2020, respectively. Short-term and restricted deposits are presented at cost. Any accrued interest on these deposits is included in other receivables and prepaid expenses.

In connection with long-term bank loans and their related covenants, the Company was required to maintain compensating balances with the banks and to maintain deposits in the same banks that provided the loans to the Company (see Note 10). In addition, the Company maintains restricted deposits in connection with an office lease agreement (see also Note 11a). Out of the short-term and restricted bank deposits, a total of \$5,100 and \$5,910 are restricted short-term deposits as of December 31, 2021 and 2020, respectively.

	December 31, 2021
Cash and cash equivalents	\$ 79,423
Restricted cash	5,100
Total cash, cash equivalents, and restricted cash shown in the statement of cash flows	<u>\$ 84,523</u>

f. Marketable securities:

The Group accounts for investments in debt securities in accordance with ASC 320, “Investments - Debt and Equity 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, 2021, the Group classified all of its marketable securities as available-for-sale (“AFS”). AFS securities are carried at fair value, with the unrealized gains and losses, net of 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 assessed AFS debt securities with an amortized cost basis in excess of estimated fair value to determine what amount of that difference, if any, is caused by expected credit losses in accordance with ASC 326, “Financial Instruments - Credit Losses”. Allowance for credit losses on AFS debt securities are recognized as a charge in other income (expenses), net, in the consolidated statements of operation, and any remaining unrealized losses, net of taxes, are included in accumulated other comprehensive income (loss) in stockholders’ equity.

The Group’s credit losses allowance for the years ended December 31, 2021 and 2020 was immaterial.

g. Inventories:

Inventories are stated at the lower of cost or market value. Cost is determined as follows:

Raw materials - using the “weighted average cost” method; and

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Finished products - using the “weighted average cost” method with the addition of direct manufacturing costs.

The Group periodically evaluates the quantities on hand relative to current and historical selling prices, historical and projected sales volume and technological obsolescence. Based on these evaluations, inventory write-offs are taken based on slow moving items, technological obsolescence, excess inventories, discontinuation of product lines, and market prices lower than cost.

g. 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.

h. 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 that are subject to amortization are reviewed for impairment in accordance with ASC 360-10-35, “Property, Plant and Equipment - Subsequent Measurement” 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, 2021, 2020 and 2019, no impairment losses have been identified.

i. Intangible assets:

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 4 to 10 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, 2021, 2020 and 2019, no impairment losses have been identified with respect to intangible assets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

j. Leases:

Under ASC 842, "Leases", a contract is or contains a lease when the Group has the right to control the use of an identified asset for a period of time. 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 Group's use. Leases are evaluated for classification on the commencement date, and assets and liabilities are recognized based on the present value of lease payments over the lease term.

The lease term used to calculate the lease liability includes options to extend or terminate the lease when it is reasonably certain that the option will be exercised. The right-of-use ("ROU") asset is initially measured as the amount of lease liability, adjusted for any initial lease costs, prepaid lease payments and any lease incentives. Costs incurred for common area maintenance, real estate taxes, and insurance are not included in the lease liability and are recognized as they are incurred.

The Company uses incremental borrowing rates based on the estimated rate of interest for collateralized borrowing over a similar term of the lease payments at commencement date. The ROU asset also includes any lease prepayments made and reduced by lease incentives received. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expenses are recognized on a straight-line basis over the lease term or the useful life of the leased asset.

As the Group's lease arrangements do not provide an implicit rate, the Group uses its incremental estimated borrowing rate at lease commencement to measure ROU assets and lease liabilities. Operating lease expense is generally recognized on a straight-line basis over the lease term. For leases with a term of one year or less, the Group elected not to record the ROU asset or liability.

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.

In addition, the carrying amount of the ROU asset and lease liabilities are remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

k. Goodwill:

Goodwill and certain other purchased intangible assets have been recorded as a result of acquisitions. Goodwill represents the excess of the purchase price in a business combination over the fair value of net tangible and intangible assets acquired. Goodwill is not amortized, but rather is subject to an impairment test.

The Group performs an annual impairment test during the fourth quarter of each fiscal year, or more frequently if impairment indicators are present. The Group operates in one operating segment, and this segment comprises its only reporting unit.

Goodwill is not amortized, but rather is subject to an impairment test. In accordance with ASC 350, "Intangibles – Goodwill and Other", at least annually (in the fourth quarter), or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Company has 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 value prior to performing the quantitative goodwill impairment test. The Company operates in one operating segment, and this segment comprises its only reporting unit.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Following the adoption of Accounting Standards Update (“ASU”) 2017-04, “Simplifying the Test for Goodwill Impairment”, as part of the quantitative goodwill impairment test, any excess of the carrying value of the reporting unit over its fair value is recognized as an impairment loss, and the carrying value of goodwill is written down to the fair value of the reporting unit.

For each of the three years in the period ended December 31, 2021, no impairment losses have been identified.

I. Revenue recognition:

The Group generates its revenues primarily from the sale of products through a direct sales force and sales representatives. The Group’s products are delivered to its customers, which include original equipment manufacturers, network equipment providers, systems integrators and distributors in the telecommunications and networking industries, all of whom are considered end-users.

Revenues are recognized in accordance with ASC 606, “Revenue from Contracts with Customers”. The Group recognizes revenue under the core principle that transfer of control to a customer of the Group generates revenue in an amount reflecting the consideration the Group expects to receive from the customer. 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 a performance obligation.

Product revenues are recognized when all performance obligations are satisfied, at the point of time when control is transferred, generally when the products are shipped.

Revenues from support are recognized ratably over the term of the underlying contract term. Renewals of support contracts create new performance obligations that are satisfied over the term with the revenues recognized ratably over the period.

For professional services, the performance obligations are satisfied, and revenues are recognized, when the services are provided or once the service term has expired.

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 products are distinct upon delivery as the customer can derive the economic benefit of it without any professional services, updates or technical support. 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. For support, the Group determines the standalone selling prices, based on the price at which the Group separately sells a renewal contract on a standalone basis. For professional services, the Group determines the standalone selling prices based on the price at which the Group separately sells those services on a standalone basis.

Aspects of the Group’s products encompass proprietary technology and the Group’s solutions offer substantially different features and functionality. As a result, the comparable pricing of products with similar functionality typically cannot be obtained. Additionally, as the Group is unable to reliably determine the selling prices of comparable products sold by competitors and 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 pricing practices in different geographical areas and through different sales channels, gross margin objectives, internal costs, the pricing strategies of competitors and industry technology lifecycles.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

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 \$3,509 and \$2,962 as of December 31, 2021 and 2020, respectively. This provision was recorded as part of other payables and accrued expenses.

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 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) the Group performs the performance obligations under the contract.

The Group pays sales commissions to sales and marketing personnel, based on their attainment of certain predetermined sales goals. Some sales commissions for support earned by its employees are capitalized and amortized on a straight-line basis over the related contractual support period. Amortization expenses related to these costs 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 \$635 and \$665, as of December 31, 2021 and 2020, 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, 2021, which are expected to be satisfied and recognized in future periods:

	Year Ending December 31,		
	2022	2023	2024 and thereafter
Product	\$ 882	\$ 17	\$ 2
Services	40,709	7,935	5,071
	<u>\$ 41,591</u>	<u>\$ 7,952</u>	<u>\$ 5,073</u>

Significant changes in the balances of deferred revenues during the years are as follows:

	December 31,	
	2021	2020
Balance, at the beginning of the year	\$ 49,136	\$ 43,230
Revenue recognized	(31,456)	(31,172)
Increase in deferred revenues and customer advances	36,936	37,078
Balance, at the end of the year	54,616	49,136
Less current portion	(41,591)	(37,182)
Long term portion	<u>\$ 13,025</u>	<u>\$ 11,954</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

m. 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, 2021 and 2020, the provision for warranty amounted to \$187 and \$253, respectively.

n. 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 Company's product development process, technological feasibility is established upon the completion of a working model. The Company does not incur material costs between the completion of a working model and the point at which the products are 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 Company is entitled to such grants on the basis of the costs incurred and included as a deduction of research and development costs. Research and development grants recognized during the years ended December 31, 2021, 2020 and 2019 were \$570, \$388 and \$1,323, respectively.

o. 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 carry forward 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

- p. Accumulated other comprehensive income (loss) (“AOCI”):

The Company 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 changes in shareholders’ equity during the period except those resulting from investments by, or distributions to, shareholders.

The components of AOCI were as follows:

	Unrealized gains (losses) on available- for-sale marketable securities	Unrealized gains (losses) on cash flow hedges	Total
Balance as of January 1, 2021	\$ 453	\$ 1,319	\$ 1,772
Other comprehensive income (loss) before reclassifications, net of tax	(1,395)	1,538	143
Amounts reclassified from AOCI	—	(2,138)	(2,138)
Other comprehensive income (loss), net of tax	(1,395)	(600)	(1,995)
Balance as of December 31, 2021	\$ (942)	\$ 719	\$ (223)

The effects on net income of amounts reclassified from AOCI in the year ended December 31, 2021 derive from realized losses on cash flow hedges recorded in operating expenses and from realized losses on available-for-sale marketable securities recorded in financial income (expenses), net.

- q. 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 the United States. Such investments in the United States may be in excess of insured limits and are not insured in other jurisdictions. 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. Marketable securities consist of highly liquid debt instruments with high credit standing. 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.

The trade receivables of the Group are derived from sales to customers located primarily in the Americas, the Far East, Israel and Europe. Under certain circumstances, the Group may require letters of credit, other collateral, additional guarantees or advance payments.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

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.

r. 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, restricted share units ("RSUs") and warrants 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, RSUs and warrants that have been excluded from the calculation of diluted earnings per share was 26,686, 64,312 and 48,491 for the years ended December 31, 2021, 2020 and 2019, respectively.

s. 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 weighted-average estimated fair value of employee stock options granted during the years ended December 31, 2021, 2020 and 2019, was \$10.64, \$8.55, and \$6.63 per share, respectively, using the Black-Scholes option pricing model. Fair values were estimated using the following weighted-average assumptions (annualized percentages):

	Year Ended December 31,		
	2021	2020	2019
Dividend yield	0.88%	1.01%-1.17%	1.13%-1.64%
Expected volatility	49.45%	37.89%-43.09%	38.08%-39.34%
Risk-free interest	0.5%	0.29%-1.43%	1.66%-2.59%
Expected life	3.61 years	3.57-4.23 years	4.75-5.21 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 receipt of required Israeli court approvals, although there can be no assurance that it will do so. See also Note 13.

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, 2021, 2020 and 2019 were included in items of the consolidated statements of operations, as follows:

	Year Ended December 31,		
	2021	2020	2019
Cost of revenues	\$ 411	\$ 181	\$ 183
Research and development expenses, net	2,772	1,535	937
Selling and marketing expenses	6,170	3,635	2,171
General and administrative expenses	4,811	3,420	2,001
Total share-based compensation expenses	<u>\$ 14,164</u>	<u>\$ 8,771</u>	<u>\$ 5,292</u>

t. Treasury stock:

The Company has repurchased 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 13a.

u. 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 Severance Pay Law. 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, 2021, 2020 and 2019, amounted to \$2,373, \$3,078 and \$2,324, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

v. 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 IRS limit of \$19.5 during the years ended December 31, 2021 and 2020, plus a catch-up contribution of \$6.5 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, 2021, 2020 and 2019, the Group matched contributions in the amount of \$431, \$386 and \$318, respectively.

w. Advertising expenses:

Advertising expenses are charged to the consolidated statements of operations as incurred. Advertising expenses for the years ended December 31, 2021, 2020 and 2019 amounted to \$582, \$371 and \$669, respectively.

x. Fair value of financial instruments:

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, short-term and restricted bank deposits, trade receivables, trade payables, other receivables and other payables and accrued expenses approximate their fair value due to the short-term maturity of such instruments. The fair value of long-term and restricted bank deposits and long-term bank loans also approximate their carrying value, since they bear interest at rates close to the prevailing market rates.

The fair value of foreign currency contracts is estimated by obtaining current quotes from banks and market observable data of similar instruments.

The fair value of marketable securities is estimated by obtaining the fair value of the marketable securities from the bank, which is based on current quotes and market value provided by external service providers.

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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

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 8.

y. 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 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 effective portion of 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. The ineffective portion of the gain or loss on the derivative instrument is recognized in current earnings and included in "financial income (expenses), net". To receive hedge accounting treatment, cash flow hedges must be highly effective in offsetting changes to expected future cash flows on hedged transactions.

z. Recently adopted accounting standards:

In January 2017, the Financial Accounting Standards Board (the "FASB") issued ASU 2017-04, "Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment". ASU 2017-04 eliminates the requirement to measure the implied fair value of goodwill by assigning the fair value of a reporting unit to all assets and liabilities within that unit (the "Step 2 test") from the goodwill impairment test. Instead, if the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized in an amount equal to that excess, limited by the amount of goodwill in that reporting unit. ASU 2017-04 became effective for the Company beginning January 1, 2020.

The implementation did not have a material impact on the Company's consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments - Credit Losses (Topic 326)". ASU 2016-13 requires that financial assets measured at amortized cost be presented at the net amount expected to be collected. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis. The measurement of expected credit losses is based upon historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. ASU 2016-13 became effective for the Company beginning January 1, 2020. The implementation did not have a material impact on the Company's consolidated financial statements.

In December 2019, the Financial Accounting Standards Board (the "FASB") issued ASU 2019-12, "Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes", which simplifies the accounting for income taxes. This guidance became effective for the first quarter of 2021 on a prospective basis. The implementation of ASU 2019-12 in the year ended December 31, 2021, did not have a material impact on the Company's consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

aa. Impact of recently issued accounting standard not yet adopted:

In October 2021, the FASB issued ASU 2021-08, "Business Combinations (Topic 805)". ASU 2021-08 creates an exception to the general recognition and measurement principle for contract assets and contract liabilities from contracts with customers acquired in a business combination. Under this exception, an acquirer applies ASC 606 to recognize and measure contract assets and contract liabilities on the acquisition date. ASC 805 generally requires the acquirer in a business combination to recognize and measure the assets it acquires and the liabilities it assumes at fair value on the acquisition date. The ASU 2021-08 will become effective for fiscal years beginning after December 15, 2022. Early application is permitted, and the Company is currently assessing the impact of the adoption of ASU 2021-08 on its consolidated financial statements.

In November 2021, the FASB issued ASU 2021-10, "Disclosures by Business Entities about Government Assistance (Topic 832)". ASU 2021-10 requires the following annual disclosures about transactions with a government that are accounted for by applying a grant or contribution accounting model by analogy: (i) information about the nature of the transactions and the related accounting policy used to account for the transactions; (ii) the line items on the balance sheet and income statement that are affected by the transactions, and the amounts applicable to each financial statement line item; and (iii) significant terms and conditions of the transactions, including commitments and contingencies. ASU 2021-10 will become effective for fiscal years beginning after December 15, 2021. The Company is currently assessing the impact of the adoption of ASU 2021-10 on its consolidated financial statements.

NOTE 3:- ACQUISITION OF CALLVERSO

On November 10, 2021 (the "Closing Date"), the Company entered into a share purchase agreement (the "Share Purchase Agreement"), pursuant to which the Company acquired 100% of the outstanding shares of Callverso. Immediately following the transaction, Callverso became a wholly-owned subsidiary of the Company.

The acquisition of Callverso was accounted for using the purchase method. The \$3,000 purchase price for the acquisition was composed of the following amounts: (i) a \$2,900 payment in cash payable on the Closing Date, of which \$300 was deposited in escrow for a period of 12 months following the Closing Date; and (ii) \$100 retained as security for any liabilities of Callverso as of the Closing. The foregoing amount was paid in January 2022.

As part of the Share Purchase Agreement, the Company also agreed to pay an earn-out amount, based on the sales of the Company's products related to Callverso technology and subject to the employment of the former shareholders of Callverso. The maximum earn-out amount is \$6,000 and is to be paid over three years as follows: (i) up to \$2,000 is payable on January 31, 2023, based on sales in 2022; (ii) up to \$2,000 is payable on January 31, 2024, based on sales in 2023; and (iii) up to \$2,000 is payable on January 31, 2025, based on sales in 2024 (collectively, the "Earn-Out payments").

In addition, the Company is required to pay an aggregate of \$1,000 after 12 months and an additional aggregate of \$1,000 after 24 months following the Closing Date to former shareholders of Callverso who remain employed by the Company and satisfy certain cumulative conditions for each of these two periods (collectively, the "Deferred Payments").

The Earn-Out payments and the Deferred Payments will be recorded as payroll expenses since the payments are subject to continuing employment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 3:- ACQUISITION OF CALLVERSO (Cont.)

The following table summarizes the preliminary estimated fair values of the assets acquired and liabilities assumed at the acquisition date:

Current assets	\$ 152
Technology	1,958
Customer relationships	<u>201</u>
Total identifiable assets acquired	2,311
Current liabilities	(152)
Deferred tax liability	<u>(497)</u>
Total identifiable liabilities assumed	(649)
Net identifiable assets acquired	1,662
Goodwill	1,338
Net assets acquired	<u>\$ 3,000</u>

The Company allocated the acquired assets and liabilities assumed based on a preliminary purchase price allocation.

The fair values of the acquired technology and customer relationships were valued using the income approach. This method utilized a forecast of expected cash inflows, cash outflows and contributory charges for economic returns on tangible and intangible assets employed.

The excess of the purchase price over the preliminary assessment of the net tangible and intangible assets acquired resulted in goodwill of \$1,338. The goodwill is primarily attributable to expected synergies resulting from the acquisition. The acquired technology and customer relationships are being amortized on a straight-line basis over a period of 4 and 4.5 years, respectively.

On December 22, 2021, a merger agreement was entered into by the Company and Callverso in connection with an internal restructuring. The merger was made effective as of January 1, 2022.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 4:- MARKETABLE SECURITIES AND ACCRUED INTEREST

The following is a summary of available-for-sale marketable securities:

	December 31, 2021			Fair Value
	Amortized cost	Unrealized Gains	Unrealized losses	
Maturing between one to five years:				
Corporate bonds	\$ 87,690	\$ 54	(1,248)	\$ 86,496
Governmental bonds	2,848	—	(37)	2,811
Accrued interest	669	—	—	669
Balance as of December 31, 2021	<u>\$ 91,207</u>	<u>\$ 54</u>	<u>\$ (1,285)</u>	<u>\$ 89,976</u>
	December 31, 2020			Fair Value
	Amortized cost	Unrealized Gains	Unrealized losses	
Maturing between one to five years:				
Corporate bonds	\$ 53,351	\$ 508	(6)	\$ 53,853
Governmental bonds	1,055	—	(13)	1,042
Accrued interest	449	—	—	449
Balance as of December 31, 2020	<u>\$ 54,855</u>	<u>\$ 508</u>	<u>\$ (19)</u>	<u>\$ 55,344</u>

These investments were issued by highly rated corporations, ranged from BBB to A+. Accordingly, the securities were not settled at a price less than the amortized cost of the Group's investment. On each reporting period, the Company evaluates whether declines in fair value below amortized cost are due to expected credit losses, as well as the ability and intent to hold the investment until a forecasted recovery occurs, in accordance with ASC 326.

Allowance for credit losses on of available-for-sale debt securities are recognized as a charge in financial expenses (income), net, in the consolidated statements of operations, and any remaining unrealized losses, net of taxes, are included in accumulated other comprehensive income (loss) in shareholders' equity. The Company has not recorded any credit losses for the year ended December 31, 2021.

NOTE 5:- INVENTORIES

	December 31,	
	2021	2020
Raw materials	\$ 15,263	\$ 13,376
Finished products	8,725	15,817
	<u>\$ 23,988</u>	<u>\$ 29,193</u>

In the years ended December 31, 2021, 2020 and 2019, the Group wrote-off inventories in the total amounts of \$1,700, \$4,175 and \$4,493, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 6:- PROPERTY AND EQUIPMENT, NET

	December 31,	
	2021	2020
Cost:		
Computers and peripheral equipment	\$ 24,561	\$ 23,616
Office furniture and equipment	12,578	12,004
Leasehold improvements	3,184	3,213
	<u>40,323</u>	<u>38,833</u>
Accumulated depreciation:		
Computers and peripheral equipment	22,644	21,697
Office furniture and equipment	10,689	10,136
Leasehold improvements	2,596	2,407
	<u>35,929</u>	<u>34,240</u>
Depreciated cost	<u>\$ 4,394</u>	<u>\$ 4,593</u>

Depreciation expenses amounted to \$2,074, \$1,936 and \$1,692 for the years ended December 31, 2021, 2020 and 2019, respectively.

NOTE 7:- INTANGIBLE ASSETS, NET

	Useful life (years)	December 31,	
		2021	2020
a. Impaired cost:			
Acquired technology and license	4 - 10	\$ 21,815	\$ 19,857
Customer relationship	4.5 - 9	4,951	4,750
		<u>26,766</u>	<u>24,607</u>
Accumulated amortization:			
Acquired technology and license		19,639	19,299
Customer relationship		4,757	4,739
		<u>24,396</u>	<u>24,038</u>
Amortized cost		<u>\$ 2,370</u>	<u>\$ 569</u>

b. Amortization expenses related to intangible assets amounted to \$358, \$332 and \$352 for the years ended December 31, 2021, 2020 and 2019, respectively.

c. Expected amortization expenses are as follows:

Year ending December 31,	
2022	\$ 804
2023	545
2024 and thereafter	<u>1,021</u>
	<u>\$ 2,370</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 8:- FAIR VALUE MEASUREMENTS

In accordance with ASC 820, the Group measures its foreign currency derivative instruments and marketable securities. 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:

	December 31, 2021	
	Fair value measurements using input type	
	Level 2	Total
Marketable securities	\$ 89,976	\$ 89,976
Financial assets related to foreign currency derivative hedging contracts	812	812
Total financial net assets as of December 31, 2021	\$ 90,788	\$ 90,788

	December 31, 2020	
	Fair value measurements using input type	
	Level 2	Total
Marketable securities	\$ 55,344	\$ 55,344
Financial assets related to foreign currency derivative hedging contracts	1,489	1,489
Total financial net assets as of December 31, 2020	\$ 56,833	\$ 56,833

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 9:- OTHER PAYABLES AND ACCRUED EXPENSES

	December 31,	
	2021	2020
Payroll and other employee related accruals	\$ 21,000	\$ 16,930
Accrued expenses	9,344	7,152
Government authorities	4,226	1,475
Provision for return	3,509	2,962
Sundry	271	12
	<u>\$ 38,350</u>	<u>\$ 28,531</u>

NOTE 10:- LONG-TERM BANK LOANS

In December 2015, the Company entered into loan agreements with an Israeli commercial bank that provided loans in the total principal amounts of \$3,000 and Euro 3,000 (the "2015 Loans"). Certain amounts of the 2015 Loans were required to be maintained as a compensating bank deposit that decreased as the loans are repaid. The loans bore interest at LIBOR plus 1% to 2.5% and were payable in 20 equal quarterly installments through December 2020.

In December 2016, the Company entered into loan agreements with an Israeli commercial bank that provided loans in the total principal amount of \$6,000 (the "2016 Loans"). Certain amounts of the 2016 Loans were required to be maintained as a compensating bank deposit that decreased over the repayment period of the loans. The loans bore interest at LIBOR plus 1.1% to 2.5% and were payable in 20 equal quarterly installments through December 2021.

As of December 31, 2020, the banks had a lien on the Company's assets that secure the 2016 Loans and the Company was required to maintain a total of \$600, in compensating balances with the banks.

As of December 31, 2020, the compensating balances were included in short-term and restricted bank deposits in the amount \$600. The amount of the compensating balances that were required decreased as the loans were repaid. The agreements with respect to the 2015 Loans and the 2016 Loans required the Company, among other things, to meet certain financial covenants such as maintaining shareholders' equity, cash balances, and liabilities to banks at specified levels, as well as achieving certain levels of operating income.

As of December 31, 2021, all of the loans were fully repaid.

NOTE 11:- LEASES

a. Lease agreements:

The Group's facilities are leased under several lease agreements for periods ending up to 2027, with options to extend the leases ending up to 2029. In addition, the Group has various operating lease agreements with respect to motor vehicles.

Lease expenses of office rent and vehicles for the years ended December 31, 2021, 2020 and 2019 were approximately \$8,297, \$8,000 and \$8,149, respectively. Lease expenses for the years ended December 31, 2021, 2020 and 2019 include an offset for sublease rental of \$1,547, \$1,405 and \$1,359, respectively.

The Group's capitalized operating lease agreements have remaining lease terms ranging from 1 year to 7.5 years, including agreements with options to extend the leases for up to 5 years.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 11:- LEASES (Cont.)

The following table represents the weighted-average remaining lease term and discount rate:

	Year ended December 31, 2021
Weighted average remaining lease term	2.77 years
Weighted average discount rate	2.07%

The following table presents supplemental cash flows information related to the lease costs for operating and finance leases:

	December 31, 2021
Cash paid for amounts included in measurement of lease liabilities:	
Operating cash flows for operating leases *)	\$ 8,793

*) Total operating cash flows for operating leases have been reduced by lease receipt in the amount of \$743 in connection with lease modification agreement of the Company's U.S. subsidiary, due to lease termination prior to its scheduled expiration.

The discount rate was determined based on the estimated collateralized borrowing rate of the Group, adjusted to the specific lease term and location of each lease.

Maturities of operating lease liabilities were as follows:

Year ending December 31,	
2022	\$ 8,330
2023	8,309
2024	1,428
2025	722
2026 and thereafter	1,366
Total lease payments *)	\$ 20,155
Less- imputed interest	\$ (625)
Present value of lease liabilities	<u>\$ 19,530</u>

*) Total lease payments have not been reduced by sublease rental payments of \$1,786 due in the future under non-cancelable subleases.

In connection with the Company's offices lease agreement in Israel, the lessor has a lien of \$5,100 which is included in short-term and restricted bank deposits.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 12:- 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 2022. As of December 31, 2021, non-cancelable purchase obligations were approximately \$28,669.

2. In addition, the Group is obligated under certain agreements with its suppliers to purchase software as a service (SaaS) subscription services.

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 LIBOR 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.

In November 2019, the Company and its former Israeli subsidiary, AudioCodes Development Ltd. (which was merged into the Company effective January 1, 2020), entered into a royalty buyout agreement (the "Royalty Buyout Agreement") with the IIA relating to certain grants they had received from the IIA. The contingent net royalty liability to the IIA at the time of the Royalty Buyout Agreement with respect to these grants was \$49,008 (the "Debt"), including interest to the date of the Royalty Buyout Agreement. As part of the Royalty Buyout Agreement, the Company agreed to pay \$32,178 to the IIA (to settle the Debt in full) in three annual installments starting in November 2019. The annual installments were denominated in NIS and bore interest. Pursuant to the Royalty Buyout Agreement, the Company eliminated all royalty obligations related to its future revenues with respect to these grants.

In December 2021, December 2020 and November 2019, the Company paid the three installments of approximately \$12,225, \$11,580 and \$10,700 million, respectively, due under the Royalty Buyout Agreement.

As of December 31, 2021, and 2020, the Company's other Israeli subsidiaries have a contingent obligation to pay royalties to the IIA in the amount of approximately \$19,137 and \$18,136, respectively.

c. Royalty commitments to third parties:

The Group has entered into technology licensing fee agreements with third parties. Under the agreements, the Group agreed to pay the third parties royalties, based on sales of relevant products.

d. Legal proceedings:

In October 2021, the Company was sued in the Labor Tribunal for declaratory relief by the Industrialists Association. The proceedings were settled by agreement and sealed by the court on January 7, 2022. As part of the arrangement, the Company paid an insignificant amount.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 13:- 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 seven years ended December 31, 2020, the Company received Israeli court approvals to purchase up to an additional \$176,000 of its ordinary shares. In addition, in each of January 2021, July 2021 and December 2021, the Company received court approval to purchase up to an additional \$30,000, \$35,000 and \$35,000, respectively 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 19, 2022.

As of December 31, 2021, pursuant to the Company's Share Repurchase Program, the Company had repurchased a total of 30,796,692 of its ordinary shares at a total cost of \$179,641 (of which 1,325,078 of its ordinary shares were repurchased during the year ended December 31, 2021 for aggregate consideration of \$41,852).

As to ordinary shares repurchased subsequent to December 31, 2021, see Note 19.

b. Cash Dividends:

On February 4, 2021, the Company declared a cash dividend of \$0.16 per share. The dividend, in the aggregate amount of approximately \$5.3 million, was paid on March 4, 2021 to all of the Company's shareholders of record on February 18, 2021.

On July 27, 2021, the Company declared a cash dividend of \$0.17 per share. The dividend, in the aggregate amount of approximately \$5.6 million, was paid on August 26, 2021 to all of the Company's shareholders of record on August 11, 2021. See also Note 19.

As to cash dividend declared and paid subsequent to December 31, 2021, see Note 19.

c. Issuance of ordinary shares in a public offering:

On June 8, 2020, the Company sold in a public offering 2,600,000 of its ordinary shares, at a price of \$35 per share. The Company's net proceeds from this offering were \$85,426, after deducting underwriters' discounts and commissions and other offering expenses.

d. Employee and Non-Employee Share Option Plan:

In 2008, the Company's Board of Directors approved the 2008 Equity Incentive Plan (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, 2021, the total number of shares authorized for future grant under the Plan is 787,785.

Options granted under the Plan expire seven years from the date of grant and any options that are forfeited or cancelled before expiration become available for future grants.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 13:- SHAREHOLDERS' EQUITY (Cont.)

The following is a summary of the Company's stock option activity and related information for the year ended December 31, 2021:

	Amount of options	Weighted average exercise price	Weighted average remaining contractual term (in years)	Aggregate intrinsic value
Options outstanding at beginning of year	914,915	\$ 8.19	3.5	\$ 17,709
Changes during the year:				
Granted	3,000	\$ 30.76		
Exercised	(348,106)	\$ 7.01		
Forfeited	(18,000)	\$ 13.77		
Options outstanding at end of year	<u>551,809</u>	<u>\$ 8.88</u>	<u>2.91</u>	<u>\$ 14,268</u>
Options exercisable at end of year	<u>396,422</u>	<u>\$ 7.17</u>	<u>2.36</u>	<u>\$ 10,928</u>

The weighted average grant-date fair value of options granted during the years ended December 31, 2021, 2020 and 2019 was \$10.64, \$8.55 and \$6.63, 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.

Total intrinsic value of options exercised for the years ended December 31, 2021, 2020 and 2019 was \$9,281, \$10,633 and \$9,352, respectively.

The options for employees outstanding as of December 31, 2021 have been separated into ranges of exercise prices, as follows:

Range of exercise price	Number of options outstanding as of December 31, 2021	Weighted average remaining contractual life (in years)	Weighted average exercise price	Number of options exercisable as of December 31, 2021	Weighted average exercise price of exercisable options
\$ 3.54-4.35	146,650	0.99	\$ 4.02	146,650	\$ 4.02
\$ 5.00-6.90	104,668	2.24	\$ 6.85	102,793	\$ 6.86
\$ 7.08-10.66	147,741	3.55	\$ 8.61	103,172	\$ 8.78
\$ 11.52-30.76	152,750	4.61	\$ 15.21	43,807	\$ 14.69
	<u>551,809</u>	2.91	<u>\$ 8.88</u>	<u>396,422</u>	<u>\$ 7.17</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 13:- SHAREHOLDERS' EQUITY (Cont.)

The following is a summary of the Company's RSU activity and related information for the year ended December 31, 2021:

	Number of shares	Weighted average grant date fair value
RSUs outstanding at beginning of year	1,072,471	\$ 20.88
Changes during the year:		
Granted	633,333	\$ 31.96
Vested	(457,373)	\$ 17.85
Forfeited	(45,000)	\$ 27.70
RSUs outstanding at end of year	<u>1,203,431</u>	<u>\$ 27.60</u>

As of December 31, 2021, there was a total of \$19,788 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 3.11 years.

NOTE 14:- 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.

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.

On April 1, 2005, an amendment to the Investment Law came into effect (the "2005 Amendment") that significantly changed the provisions of the Investment Law. The 2005 Amendment limits the scope of enterprises that may be approved by the Investment Center by setting criteria for the approval of a facility as a "Beneficiary Enterprise".

In January 2011, another amendment to the Investment Law came into effect (the "2011 Amendment"). According to the 2011 Amendment, the benefit tracks in the Investment Law were modified, and a flat tax rate applies to the Company's income subject to this 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).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 14:- TAXES ON INCOME (Cont.)

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%).

On May 2019, the Company notified the Israel Tax Authority that it had waived its Beneficiary Enterprise status starting from the 2019 tax year and thereafter. Beginning in January 2020 and with respect to the Company’s taxable results from 2020 onwards, the Company elected to apply the terms of the Investments Law as per its PTE status.

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. No assurance can be given that the Israel 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 14:- TAXES ON INCOME (Cont.)

4. Tax Benefits for Research and Development:

Israeli tax law (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.

5. Tax rates:

Taxable income of the Israeli Companies is subject to a corporate tax rate of 23% in the years ended December 31, 2021, 2020 and 2019.

The Company is eligible for tax benefits as a PTE as mentioned in 2 above.

The deferred tax balances as of December 31, 2021 have been calculated based on the PTE effective tax rate (see also 2 above).

b. U.S. taxation:

On December 22, 2017, the Tax Cuts and Jobs Act ("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 established new tax provisions affecting 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.

ASC 740 requires companies to account for the tax effects of changes in income tax rates and laws in the period in which legislation is enacted (December 22, 2017). ASC 740 does not specifically address accounting and disclosure guidance in connection with the income tax effects of the TCJA.

The deferred tax balances as of December 31, 2021 and 2020 have been calculated based on the revised tax rates.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 14:- TAXES ON INCOME (Cont.)

The Group has completed the accounting for all the impacts of the TCJA. As part of finalizing the analysis, the Company's U.S. subsidiary recorded adjustments that relate to the Transition Tax during the year ended December 31, 2018 and GILTI during the year ended December 31, 2021 in the total amounts of approximately \$660 and \$234, respectively.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") was enacted in the United States in response to the COVID-19 pandemic. The CARES Act contains temporary taxpayer favorable provisions related to the use of net operating losses and the deductibility of interest expense, charitable contributions, and qualified improvement property. The Company does not expect to be materially impacted by the CARES Act.

On December 27, 2020, the Consolidated Appropriations Act ("CAA") was enacted in further response to the COVID-19 pandemic, in combination with omnibus spending for the 2021 federal fiscal year. The CAA extended many of the provisions enacted by the CARES Act, which did not have a material impact on the Company's consolidated financial statements for the year ended December 31, 2021. On March 11, 2021, the American Rescue Plan Act of 2021 (the "ARPA") was enacted in still further response to the COVID-19 pandemic. The Company does not expect the provisions of the ARPA to have a material impact on the Company's consolidated financial statements for the year ended December 31, 2021.

c. Net operating loss carryforward:

As of December 31, 2020, the Company has realized all of its carryforward tax losses in Israel, which can be offset against taxable income (except those stated in the merger agreement (see note 1d). As of December 31, 2021, the Company recorded a net deferred tax asset of \$4,377 in respect of other temporary differences.

As of December 31, 2021, the Company's Israeli subsidiaries have total available carryforward tax losses of approximately \$84,040. The net operating losses may be offset against taxable income in the future for an indefinite period. The Group does not expect utilization of such carryforward tax losses and therefore recorded full valuation allowance against the deferred tax assets in respect of such carryforward tax losses.

The Company's U.S. subsidiary has total available carryforward tax losses of approximately \$39,600 to offset against future U.S. federal taxable gains. These carryforward tax losses expire between 2022 and 2032. As of December 31, 2021, the Company's U.S. subsidiary recorded a deferred tax asset of \$4,413 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 (loss) before taxes on income is comprised as follows:

	Year Ended December 31,		
	2021	2020	2019
Domestic	\$ 31,084	\$ 30,008	\$ (18,264)
Foreign	8,563	6,639	6,949
	<u>\$ 39,647</u>	<u>\$ 36,647</u>	<u>\$ (11,315)</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 14:- TAXES ON INCOME (Cont.)

e. Taxes on income (tax benefits) are comprised as follows:

	Year Ended December 31,		
	2021	2020	2019
Current taxes:			
Domestic	\$ 819	\$ 300	\$ 100
Foreign	1,615	701	707
	<u>\$ 2,434</u>	<u>\$ 1,001</u>	<u>\$ 807</u>
Deferred tax expense (benefit):			
Domestic	\$ 2,464	\$ 7,220	\$ (10,521)
Foreign	998	1,178	(5,578)
	<u>\$ 3,462</u>	<u>\$ 8,398</u>	<u>\$ (16,099)</u>
	<u>\$ 5,896</u>	<u>\$ 9,399</u>	<u>\$ (15,292)</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,	
	2021	2020
Deferred tax assets:		
Net operating loss carryforward	\$ 27,859	\$ 26,506
Marketable Securities	207	—
Reserves and allowances	6,861	10,861
Net deferred tax assets before valuation allowance	34,927	37,367
Less - valuation allowance	(26,022)	(25,286)
Deferred tax asset	<u>\$ 8,905</u>	<u>\$ 12,081</u>
Deferred tax liability	<u>\$ (612)</u>	<u>\$ (206)</u>
Deferred tax asset:		
Domestic	4,470	6,643
Foreign	4,435	5,438
	<u>\$ 8,905</u>	<u>\$ 12,081</u>
Deferred tax liability:		
Domestic	<u>\$ (612)</u>	<u>\$ (206)</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 14:- TAXES ON INCOME (Cont.)

- g. Reconciliation of the theoretical tax expenses:

A reconciliation between the theoretical tax expense (benefit), 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:

	Year Ended December 31,		
	2021	2020	2019
Income (loss) before taxes, as reported in the consolidated statements of operations	\$ 39,647	\$ 36,647	\$ (11,315)
Israeli statutory corporate tax rate	23.0 %	23.0 %	23.0 %
Theoretical tax expense (benefit) on the above amount at the Israeli statutory corporate tax rate	\$ 9,118	\$ 8,429	\$ (2,602)
PTE	(3,555)	(3,424)	—
Changes in tax reserve for uncertain tax positions	175	—	—
Adjustments for previous years' taxes	88	—	—
Income tax at rate other than the Israeli statutory corporate tax rate	603	411	78
Non-deductible expenses, including share-based compensation expenses	(137)	405	693
Losses for which valuation allowance was utilized	731	(2,500)	(12,076)
Changes in exchange rates of subsidiaries	(629)	(1,324)	(1,455)
Impact of tax rate change	—	6,931	—
Other	(498)	471	70
Actual tax expense (benefit)	\$ 5,896	\$ 9,399	\$ (15,292)

- h. Tax assessments:

The statute of limitations related to tax returns of the Company for all tax years up to and including 2016 has lapsed.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 15:- FINANCIAL INCOME (EXPENSES), NET

	Year Ended December 31,		
	2021	2020	2019
Financial expenses:			
Interest	\$ (621)	\$ (657)	\$ (198)
Loss related to non-hedging derivative instruments	(12)	—	—
Amortization of marketable securities premiums and accretion of discounts, net	(1,387)	(172)	(80)
Exchange rate differences	(293)	(1,975)	(2,171)
Other	(252)	(171)	(322)
	<u>(2,565)</u>	<u>(2,975)</u>	<u>(2,771)</u>
Financial income:			
Gain related to non-hedging derivative instruments	—	17	—
Interest and other	2,688	1,255	1,010
	<u>2,688</u>	<u>1,272</u>	<u>1,010</u>
Financial income (expenses), net	<u>\$ 123</u>	<u>\$ (1,703)</u>	<u>\$ (1,761)</u>

NOTE 16:- EARNINGS PER SHARE

	Year Ended December 31,		
	2021	2020	2019
Numerator:			
Net income	\$ 33,751	\$ 27,248	\$ 3,977
Denominator:			
Denominator for basic earnings per share - weighted average number of ordinary shares, net of treasury stock	32,703,478	31,440,093	29,251,888
Effect of dilutive securities:			
Employee stock options, warrants and RSUs	1,142,081	1,475,590	1,548,016
Denominator for diluted earnings per share - adjusted weighted average number of shares	<u>33,845,559</u>	<u>32,915,683</u>	<u>30,799,904</u>

NOTE 17:- GEOGRAPHIC INFORMATION

Summary information about geographic areas:

The Group manages its business on a basis of one reportable segment (see Note 1 for a brief description of the Group's business). The data is presented in accordance with ASC 280, "Segment Reporting". Revenues in the table below are attributed to geographical areas based on the location of the end customers.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 17:- GEOGRAPHIC INFORMATION (Cont.)

The following presents total revenues for the years ended December 31, 2021, 2020 and 2019 and long-lived assets as of December 31, 2021, 2020 and 2019.

	Year Ended and as of December 31,					
	2021		2020		2019	
	Total revenues	Long-lived assets	Total revenues	Long-lived assets	Total revenues	Long-lived assets
Americas, principally the United States	\$ 115,806	\$ 977	\$ 103,190	\$ 4,310	\$ 97,453	\$ 4,740
Europe	88,746	662	75,490	403	72,956	424
Far East	38,988	706	36,083	768	27,233	480
Israel	5,380	20,876	6,011	25,111	2,645	29,337
	<u>\$ 248,920</u>	<u>\$ 23,221</u>	<u>\$ 220,774</u>	<u>\$ 30,592</u>	<u>\$ 200,287</u>	<u>\$ 34,981</u>

The Group has derived approximately 42% of its revenues for the year ended December 31, 2021 from sales in the United States.

NOTE 18:- 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 one year. 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, 2021 and 2020 the Group had a net deferred gain associated with cash flow hedges of \$719 and \$1,319, respectively, recorded in other comprehensive income (loss).

As of December 31, 2021 and 2020, the Group had outstanding forward and options collar (cylinder) contracts in the amount of \$44,000 and \$10,500, respectively, which were designated as payroll and rent hedging contracts. In addition, as of December 31, 2021 and 2020, the Group had \$3,500 and \$3,500, respectively, outstanding forward contracts which are not designated as hedging contracts.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 18:- DERIVATIVE INSTRUMENTS (Cont.)

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, 2021 and December 31, 2020 are summarized below:

Foreign exchange forward and options contracts	Balance sheet	December 31,	
		2021	2020
Fair value of foreign exchange forward and options collar (cylinder) contracts	"Other receivables and prepaid expenses"	\$ 812	\$ 1,489
Gains recognized in other comprehensive income (effective portion)	"Other comprehensive income (loss)"	\$ 719	\$ 1,319

The effect of derivative instruments in cash flow hedging relationship on income for the years ended December 31, 2021 and 2020 is summarized below:

Foreign exchange forward and options contracts	Comprehensive Income (loss)	Year Ended December 31,	
		2021	2020
Comprehensive income (loss) from derivatives before reclassifications	"Other comprehensive income (loss)"	\$ 1,538	\$ 3,445
Loss reclassified from accumulated other comprehensive income (loss) (effective portion)	"Operating expenses (income)"	\$ (2,138)	\$ (2,126)

NOTE 19:- SUBSEQUENT EVENT

1. On January 31, 2022, the Company declared a cash dividend of \$0.18 per share. The dividend, in the aggregate amount of approximately \$5.8 million, was paid on March 1, 2022 to all of the Company's shareholders of record on February 15, 2022.
2. Subsequent to December 31, 2021, the Company repurchased additional 720,124 of its ordinary shares for an aggregate consideration of \$20,869.

**DESCRIPTION OF THE REGISTRANT'S SECURITIES
REGISTERED PURSUANT TO SECTION 12 OF THE
SECURITIES ACT OF 1934**

As of December 31, 2021, 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, 5759-1999, 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, 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 1,025,000 divided into 100,000,000 ordinary shares, nominal value NIS 0.01 per share, and 2,500,000 preferred shares, nominal value NIS 0.01 per share. As of April 24, 2022, we had 31,903,433 ordinary shares outstanding (which does not include 31,516,816 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, 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, 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. (There is a unified statutory test for the payment of dividends and a company's repurchase of its outstanding shares.) In 2021, we received court approval to pay dividends (and repurchase our shares) up to certain ceilings, despite the lack of statutory profits. The current approval is valid until June 19, 2022. We may seek further approvals to repurchase our shares and to continue to pay dividends. 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 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
- one or more shareholders who hold at least 5% of the outstanding share capital and at least 1% of the voting rights, or one or more shareholders who hold at least 5% 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 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.

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.

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 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.

LIST OF SUBSIDIARIES OF AUDIOCODES LTD.

Name of Subsidiary	Place of Incorporation
AudioCodes Inc.	Delaware, USA

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: April 28, 2022

/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: April 28, 2022

/s/ NIRAN BARUCH

Niran Baruch Vice President Finance and Chief Financial Officer

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, 2021 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: April 28, 2022

/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, 2021 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: April 28, 2022

/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 Registration Statements on Form S-8 (Nos. 333-11894, 333-13268, 333-105473, 333-144825, 333-160330, 333-170676, 333-190437, 333-210438 and 333-230388) and our Registration Statement on Form F-3ASR (No. 333-238867) of our reports dated April 28, 2022, 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 on Form 20-F for the year ended December 31, 2021.

Date: April 28, 2022

/s/ KOST, FORER, GABBAY AND KASIERER
KOST, FORER, GABBAY AND KASIERER
A member of Ernst & Young Global
